

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

StarGlory Holdings Company Limited **榮暉控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8213)

ISSUE OF NEW SHARES UNDER GENERAL MANDATE

On 18 December 2024 (after trading hours of the Stock Exchange), the Company entered into a Subscription Agreement with each of the Subscribers pursuant to which each of the Subscribers has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, an aggregate 34,285,713 new Shares at the Subscription Price of HK\$0.35 per Subscription Share.

Each of the Subscribers and its ultimate beneficial owner (if any) is a third party independent of the Company and its connected persons. The Subscription Shares will be allotted and issued pursuant to the General Mandate.

The aggregate 34,285,713 Subscription Shares represent (i) approximately 6.58% of the existing issued share capital of the Company as at the date of this announcement, and (ii) approximately 6.18% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares (assuming that there will not be any change in the issued share capital of the Company from the date of this announcement to the date of completion of the Subscription). The aggregate nominal value of the Subscription Shares will be HK\$2,742,857.04.

Subject to the completion of the Subscription, the gross proceeds from the Subscription will be approximately HK\$12,000,000 and the net proceeds from the Subscription (after deduction of other expenses of the Subscription) will be approximately HK\$11,700,000. It is expected that such net proceeds from the Subscription will be utilised for the Company's operation and new business development.

Since completion of the Subscription is subject to fulfilment of the conditions as set out in the Subscription Agreements, the Subscription may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

THE SUBSCRIPTION AGREEMENTS

On 18 December 2024 (after trading hours of the Stock Exchange), the Company entered into a Subscription Agreement with each of the Subscribers, pursuant to which each of the Subscribers has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, in aggregate 34,285,713 new Shares at the Subscription Price of HK\$0.35 per Subscription Share.

Save for the number of Subscription Shares to be subscribed for and the identity of the Subscribers, the terms and conditions the Subscription Agreements are identical in all material respects.

The principal terms of the Subscription Agreements are summarised below.

Date: 18 December 2024

Parties: (1) the Company (as issuer); and
(2) Jumbo Grand International Limited (邦領國際有限公司) and Ms. Zeng Huimei (曾惠妹) (each as a Subscriber)

Jumbo Grand International Limited is a company incorporated in Hong Kong, which is principally engaged in the trading of raw materials for plastic. Jumbo Grand International Limited is wholly-owned by Mr. Ng Ting Fai (吳錠輝).

Ms. Zeng Huimei is an individual, who has approximately 8 years of investment with focuses on the industries of big consumption, new energy, technology and digital economy.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, each of the Subscribers and its ultimate beneficial owner (if any) is a third party independent of the Company and its connected persons.

The Subscription Shares

Subject to the fulfillment of the conditions to completion of the Subscription set out below, the Subscribers shall subscribe for an aggregate of 34,285,713 Subscription Shares.

The aggregate 34,285,713 Subscription Shares represent (i) approximately 6.58% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 6.18% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares (assuming that there will not be any change in the issued share capital of the Company from the date of this announcement to the date of completion of the Subscription). The aggregate nominal value of the Subscription Shares will be HK\$2,742,857.04.

Pursuant to the respective Subscription Agreements, each of the Subscribers has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, such number of Subscription Shares at the Subscription Price of HK\$0.35 per Subscription Share as set out against the relevant Subscriber in the table below:

Subscriber	Number of Subscription Shares subscribed for	Subscription consideration approximately (HK\$)
Jumbo Grand International Limited	28,571,428	10,000,000
Ms. Zeng Huimei	5,714,285	2,000,000

Ranking

The Subscription Shares will rank, upon issue, *pari passu* in all respects with the Shares in issue as at the date of allotment and issue of the Subscription Shares.

Subscription Price

The Subscription Price of HK\$0.35 per Subscription Share:

- (i) represents a discount of approximately 12.50% to the closing price of HK\$0.40 per Share as quoted on the Stock Exchange on the date of the Subscription Agreements; and
- (ii) represents a discount of approximately 14.22% to the average closing price of approximately HK\$0.41 per Share as quoted on the Stock Exchange for the five consecutive Trading Days of the Shares immediately prior to the date of the Subscription Agreements.

The Subscription Price was determined after arm's length negotiations between the Company and the Subscribers with reference to, among others, the prevailing market prices of the Shares and the current market conditions.

The Directors consider that the terms of the Subscription Agreements (including the Subscription Price and the other expenses of the Subscription) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Subject to the completion of the Subscription, the gross proceeds from the Subscription will be up to HK\$12,000,000 and the net proceeds from the Subscription (after deduction of the other expenses of the Subscription) will be up to approximately HK\$11,700,000. On such basis, the net issue price will be approximately HK\$0.34 per Subscription Share.

Conditions to completion of the Subscription

Completion of the Subscription is conditional upon the satisfaction of the following conditions within 20 days upon the date of signing of the Subscription Agreement (the “**Long Stop Date**”) (or such other date as may be agreed to by the Subscribers and the Company).

- (a) the Listing Committee of the Stock Exchange having granted the approval for the listing of and permission to deal in the Subscription Shares; and
- (b) the Company having obtained all necessary approvals from all relevant regulatory authorities.

Completion of the Subscription shall take place on or before the tenth business day after the fulfillment of the conditions as set out above or such other date as agreed between the Company and the Subscribers in writing (the “**Completion Date**”).

If the above conditions are not fulfilled by the Long Stop Date (or such other date as may be agreed to by the Subscribers and the Company), all rights, obligations and liabilities of the Parties under the Subscription Agreement in relation to the Subscription shall cease and terminate and none of the Parties shall have any claim against any other Party in respect of the Subscription save for any antecedent breaches of the Subscription Agreements.

Termination

If at any time between the date of the Subscription Agreements and the Completion Date, any of the following events or matters (whether forming part of a series of events or not) occurs or exists:

- (a) either party knows or has reasonable grounds to believe that any representations, warranties and undertakings of the other party in the Subscription Agreements are untrue, inaccurate, misleading or has been breached, which is material (in the reasonable opinion of the party not at fault) in respect of the Subscription, the party not at fault may immediately terminate this Subscription Agreement by notifying the other party in writing; or
- (b) the occurrence of any of the force majeure events set out in the Subscription Agreements, the Subscriber(s) may terminate the Subscription Agreement(s) immediately after notifying the Company in writing.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

Since completion of the Subscription is subject to the fulfilment of the conditions as set out in the Subscription Agreements, the Subscription may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

GENERAL MANDATE TO ALLOT AND ISSUE THE SUBSCRIPTION SHARES

The Subscription Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM. Under the General Mandate, the Company is authorised to issue up to 104,154,375 Shares. As at the date of this announcement, no Shares have been allotted and issued pursuant to the General Mandate. Therefore, the remaining balance of the General Mandate as at date of this announcement is 104,154,375 Shares and is sufficient for the issue and allotment of the Subscription Shares.

Accordingly, the allotment and issue of the Subscription Shares are not subject to any Shareholders' approval.

APPLICATION FOR LISTING

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Group is principally engaged in the food and beverage business in Hong Kong.

The gross proceeds of the Subscription will be approximately HK\$12,000,000. The net proceeds of the Subscription (after deduction of relevant expenses) will be approximately HK\$11,700,000. The Company plans to apply the net proceeds for the Company's operation and new business development.

The Directors consider that the Subscription represents a good opportunity to raise additional funds to strengthen the financial position and liquidity of the Group and meet any future development and financial obligations at a reasonable cost. The Directors are of the view that, apart from debt financing, the Subscription helps to broaden the Company's funding channels.

The Directors (including independent non-executive Directors) consider that the Subscription Agreements and the Subscription contemplated thereunder are on normal commercial terms determined after arm's length negotiations among the parties, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

The Company has not conducted any fund-raising activities in the past twelve months before the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 520,771,875 Shares in issue. The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Subscription (assuming that the Subscription is fully completed and there is no other change in the shareholding structure of the Company before the allotment and issue of the Subscription Shares under the Subscription Agreements) are as follows:

	As at the date of this announcement		Upon completion of the Subscription	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Oceanic Fortress Holdings Limited ⁽¹⁾	296,887,066	57.01	296,887,066	53.49
Ms. Huang Li ⁽¹⁾	5,280,000	1.01	5,280,000	0.95
Ms. Pang Xiaoli ⁽²⁾	410,000	0.08	410,000	0.07
Other Public Shareholders	218,194,809	41.90	218,194,809	39.31
Jumbo Grand International Limited	–	–	28,571,428	5.15
Ms. Zeng Huimei	–	–	5,714,285	1.03
Total	<u>520,771,875</u>	<u>100.00</u>	<u>555,057,588</u>	<u>100.00</u>

Notes:

- (1) Ms. Huang Li beneficially owns 5,280,000 Shares and is deemed to be interested in 296,887,066 Shares held by Oceanic Fortress Holdings Limited, the entire issued shares of which is owned by Ms. Huang Li.
- (2) Ms. Pang Xiaoli is an independent non-executive Director.
- (3) Mr. Tang Sing Ming Sherman holds the convertible bonds in respect of the outstanding principal amount of HK\$40,000,000, under which a total of 71,428,571 ordinary shares of the Company would be issued upon full exercise of the conversion rights attaching thereto. Upon full conversion of the convertible bonds, Mr. Tang Sing Ming Sherman would hold 71,428,571 ordinary shares, representing approximately 13.72% of the issued share capital of the Company as at the date of this announcement. Ms. Ho Ming Yee is the spouse of Mr. Tang Sing Ming Sherman and is therefore deemed to be interested in the same number of shares of the Company held by Mr. Tang Sing Ming Sherman by virtue of SFO.

Since completion of the Subscription is subject to the fulfilment of the conditions as set out in the Subscription Agreements, the Subscription may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“AGM”	the annual general meeting of the Company held on 20 September 2024 at which, among other things, the General Mandate was granted to the Directors
“Board”	the board of Directors
“Business Day”	a day on which banks in Hong Kong are open for general banking business, other than (i) a Saturday or a Sunday; or (ii) a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.
“Company”	StarGlory Holdings Company Limited (榮暉控股有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the GEM under the stock code 8213
“connected person(s)”	has the same meaning as ascribed to it under the GEM Listing Rules
“Directors”	the directors of the Company
“General Mandate”	the general mandate granted to the Directors by a resolution passed at the AGM to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of the issued Shares of the Company as at 20 September 2024
“GEM”	The GEM of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Party” or “Parties”	the Company and the Subscribers, as parties to the Subscription Agreements
“PRC”	the People’s Republic of China, and for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal price of HK\$0.08 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	Jumbo Grand International Limited (邦領國際有限公司) and Zeng Huimei (曾惠妹), being the subscribers of the Subscription Shares under the Subscription Agreements, and each a “Subscriber”
“Subscription”	the subscription of 34,285,713 Subscription Shares in total at the Subscription Price pursuant to terms and conditions of the Subscription Agreements
“Subscription Agreements”	the 2 subscription agreements all dated 18 December 2024 and entered into between the Company and each Subscriber in relation to the Subscription, and each subscription agreement entered into between the Company and a Subscriber is referred to as a “Subscription Agreement”
“Subscription Price”	HK\$0.35 per Subscription Share
“Subscription Shares”	34,285,713 new Shares in total to be subscribed pursuant to the Subscription Agreements, and each a “Subscription Share”
“subsidiary”	has the same meaning as ascribed to it under the GEM Listing Rules
“Trading Days”	means days on which the Stock Exchange is open for trading
“%”	per cent.

By order of the Board
StarGlory Holdings Company Limited
Zhang Tao
Chairman and Executive Director

Hong Kong, 18 December 2024

As at the date of this announcement, the executive Directors are Mr. Zhang Tao and Mr. Li Hongchen; and the independent non-executive Directors are Mr. Chan Yee Ping Michael, Ms. Pang Xiaoli and Ms. Zhang Wenjuan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of The Stock Exchange of Hong Kong Limited website at www.hkexnews.hk for at least 7 days from the date of its posting and the website of the Company at www.stargloryhcl.com.