
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **StarGlory Holdings Company Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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StarGlory Holdings Company Limited 榮暉控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8213)

(I) PROPOSALS FOR GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES; (II) RE-ELECTION OF DIRECTORS; AND (III) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting (the “AGM”) of StarGlory Holdings Company Limited (the “Company”) which will be held at Executive Club Lounge, 7th Floor, Business Centre of Inter Continental Shenzhen, No. 9009 Shennan Boulevard, Nanshan District, Shenzhen, China on Friday, 26 September 2025 at 11:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend and vote at the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the meeting or any adjourned meeting should you so wish. Treasury Shares, if any, and registered under the name of the Company shall have no voting rights at the Company’s general meetings. For the avoidance of doubt and for the purpose of the GEM Listing Rules, treasury Shares held under the name of CCASS shall abstain from voting at the Company’s general meetings.

This circular, 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 circular 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 circular misleading.

This circular 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 on the website of the Company at www.stargloryhcl.com.

31 July 2025

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Executive Club Lounge, 7th Floor, Business Centre of Inter Continental Shenzhen, No. 9009 Shennan Boulevard, Nanshan District, Shenzhen, China on Friday, 26 September 2025 at 11:00 a.m.
“AGM Notice”	the notice dated 31 July 2025 convening the AGM as set out on pages 16 to 20 of this circular
“Article(s)”	article(s) of the Articles of Association
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	StarGlory Holdings Company Limited 榮暉控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (Stock code: 8213)
“controlling shareholder(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

“General Mandate”	a general and unconditional mandate to be granted to the Directors enabling them to allot, issue and/or otherwise deal with the Shares (including any sale or transfer of Shares out of treasury that are held as treasury Shares), the aggregate nominal amount of which shall not exceed 20% of the total number of Shares in issue (excluding treasury Shares, if any) as at the date of the passing of the relevant resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	24 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Memorandum”	the memorandum of association of the Company
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors enabling them to repurchase the Shares the aggregate nominal amount of which shall not exceed 10% of the total number of Shares in issue (excluding treasury Shares, if any) as at the date of the passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) with a par value of HK\$0.08 each in the capital of the Company (save for any treasury Shares, the holders of which shall abstain from voting at the Company’s general meetings)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed thereto in the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“treasury Shares”	has the same meaning ascribed thereto in the GEM Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD

StarGlory Holdings Company Limited 榮暉控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8213)

Executive Directors:

Mr. Zhang Tao (*Chairman*)

Mr. Li Hongchen

Independent non-executive Directors:

Mr. Chan Yee Ping Michael

Ms. Pang Xiaoli

Ms. Zhang Wenjuan

Registered office:

PO Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Head office and principal place
of business in Hong Kong:*

6th Floor, Southland Building

48 Connaught Road Central

Central

Hong Kong

31 July 2025

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSALS FOR GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the AGM Notice and to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against each of the resolutions to be proposed at the AGM for the approval of, inter alia:

- (i) the grant of the General Mandate to the Directors;
- (ii) the grant of the Repurchase Mandate to the Directors; and
- (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to allot, issue and/or deal with new Shares (including any sale or transfer of treasury Shares out of treasury), representing up to 20% of the total number of Shares in issue (excluding treasury Shares, if any) as at the date of the passing of such resolution. An exercise in full of the General Mandate, on the basis of 555,057,588 Shares in issue (with no treasury Shares) as at the Latest Practicable Date, would result in 111,011,517 Shares (representing 20% of the total issued share capital of the Company (excluding treasury Shares, if any) as at the Latest Practicable Date) being issued by the Company.

In addition, a separate ordinary resolution will be proposed to extend the General Mandate to be granted to the Directors by an amount representing the total number of Shares in issue (up to 10% of the total number of Shares in issue (excluding treasury Shares, if any) as at the date of passing of the Repurchase Mandate) repurchased under the Repurchase Mandate, if the Repurchase Mandate is granted pursuant to the ordinary resolution approving the Repurchase Mandate.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to exercise the power of the Company to repurchase Shares up to 10% of the total number of Shares in issue (excluding treasury Shares, if any) as at the date of the passing of such resolution during the period from the date of the passing of the resolution in relation to the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is to be held as required by the Articles of Association or any applicable laws; or (iii) the date on which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

An exercise in full of the Repurchase Mandate, on the basis of 555,057,588 Shares in issue (with no treasury Shares) as at the Latest Practicable Date, would result in 55,505,758 Shares (representing approximately 10% of the total issued share capital of the Company (excluding treasury Shares, if any) as at the Latest Practicable Date) being repurchased by the Company during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement, as required under Rule 13.08 of the GEM Listing Rules, to provide to the Shareholders the requisite information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution for the grant of the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of five Directors, namely, Mr. Zhang Tao, Mr. Li Hongchen, Mr. Chan Yee Ping Michael, Ms. Pang Xiaoli and Ms. Zhang Wenjuan. According to Article 87, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company and according to the GEM Listing Rules, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Pursuant to Article 86, any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company.

Mr. Zhang Tao and Mr. Li Hongchen shall retire from their directorship at the AGM and offer themselves for re-election. Their details are set out in Appendix II to this circular.

With the assistance and recommendation from the nomination committee of the Company, the Board has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, cultural and ethnic background, professional qualification, skills, knowledge and length of service and decided to propose the re-election of Mr. Zhang Tao and Mr. Li Hongchen as executive Directors at the AGM.

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 16 to 20 of this circular.

A form of proxy is herewith enclosed for use at the AGM. Whether or not you intend to be present at the AGM, you are requested to complete the accompanying form of proxy and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding of the AGM. Completion and delivery of the form of proxy will not prevent you from attending and voting at the AGM in person if you so wish.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 66.

Treasury Shares, if any, and registered under the name of the Company shall have no voting rights at the Company's general meetings. For the avoidance of doubt and for the purpose of the GEM Listing Rules, treasury Shares held under the name of CCASS shall abstain from voting at the Company's general meetings.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 23 September 2025 to Friday, 26 September 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for exercising the voting rights of Shareholders at the AGM, all transfers accompanied by the relevant share certificate(s), must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 September 2025.

RECOMMENDATION

The Directors consider that the proposed grant of the General Mandate and the Repurchase Mandate, the proposed extension of the General Mandate and the proposed re-election of the retiring Directors, are in the best interest of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 circular 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 circular misleading.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendices I and II to this circular and the AGM Notice.

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

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to the Shareholders to consider whether to vote for or against the resolution relating to the grant of the Repurchase Mandate to be proposed at the AGM.

1. GEM LISTING RULES

The GEM Listing Rules permit issuers whose shares are listed on GEM to repurchase their shares on GEM subject to certain restrictions, including:

(a) Shareholders' approval

All proposed repurchases of securities on GEM by an issuer must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval, in relation to such repurchases.

(b) Source of funds

Any repurchase must be funded out of funds legally available for such purposes in accordance with the issuer's constitutive documents and the laws of the jurisdiction in which the issuer is incorporated or otherwise established.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 555,057,588 Shares, with no treasury Shares.

Subject to the passing of Resolution 6 as set out in the AGM Notice and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed to repurchase a maximum of 55,505,758 Shares (representing 10% of the total number of Shares in issue (excluding treasury Shares, if any) as at the Latest Practicable Date) under the Repurchase Mandate.

3. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, enhance the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Shares bought back and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purpose, subject to compliance with the GEM Listing Rules, the Articles of Association, and the laws of Cayman Islands.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the applicable laws of the Cayman Islands and the GEM Listing Rules. The Company is empowered by its Memorandum and Articles of Association to repurchase its Shares. According to Cayman Islands laws, the funds required in connection with a share repurchase by the Company may only be paid out of the profits of the Company or out of the proceeds of a new issue of Shares made for such purpose or if authorised by the Company's Articles of Association, out of capital, and the amount of premium payable on repurchase may only be paid out of the profits of the Company or out of the share premium accounts of the Company.

There might be a material adverse impact on the working capital or the gearing position of the Company as compared with the financial position disclosed in the latest audited accounts for the year ended 31 March 2025 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate pursuant to the relevant proposed resolution and in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands. Neither the Explanatory Statement nor the Repurchase Mandate has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Company is authorised to make purchases of Shares.

Subject to the GEM Listing Rules and all applicable laws and regulations, the Company may cancel repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change in control, may in certain circumstances give rise to an obligation to make a mandatory general offer for Shares under the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the following Shareholders are interested in the issued Shares as recorded in the register of interests in shares and short positions of the Company under section 336(1) of Part XV of the SFO:

Name of Shareholders	Capacity in which interests were held	Number of Shares held	Number of underlying Shares held	Total number of Shares and underlying Shares	Approximate percentage of shareholding as at the Latest Practicable Date (Note 4)	Approximate percentage of shareholding of the Company if the power to repurchase is exercised in full
Oceanic Fortress Holdings Limited (Note 1)	Beneficial owner	296,887,066	–	296,887,066	53.49%	59.43%
Ms. Huang Li (Note 1)	Interest of corporation controlled by Ms. Huang Li	296,887,066	–	296,887,066	53.49%	59.43%
	Beneficial owner	5,280,000	–	5,280,000	0.95%	1.06%
Mr. Tang Sing Ming Sherman (Note 2)	Beneficial owner	–	71,428,571	71,428,571	12.87%	14.30%
Ms. Ho Ming Yee (Note 3)	Interest of a substantial shareholder's spouse	–	71,428,571	71,428,571	12.87%	14.30%

Notes:

- (1) 296,887,066 Shares are held by Oceanic Fortress Holdings Limited, the entire issued shares of which is owned by Ms. Huang Li.
- (2) Mr. Tang Sing Ming Sherman holds the convertible bond in respect of the outstanding principal amount of HK\$40,000,000, under which a total of 71,428,571 Shares of the Company would be issued upon full exercise of the conversion rights attaching thereto. Upon full conversion of the convertible bond, Mr. Tang Sing Ming Sherman would hold 71,428,571 Shares, representing approximately 12.87% of the issued share capital of the Company as at the Latest Practicable Date.
- (3) 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 held by Mr. Tang Sing Ming Sherman by virtue of the SFO.
- (4) The percentage of shareholding was calculated based on the total of 555,057,588 Shares in issue as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant resolution to be proposed at the AGM, the shareholding interests of Oceanic Fortress Holdings Limited and the persons acting in concert with it (as defined in the Takeovers Code) in the Company would be increased to approximately 59.43% of the issued share capital of the Company and as a result, the Company will still be able to fulfill the minimum public float requirement as set out under Rule 11.23(7) of the GEM Listing Rules and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise repurchases of Shares to such an extent as would result in takeover obligations under the Takeovers Code. In any event, the Repurchase Mandate will be exercised only if the number of Shares held by the public would not fall below 25% of the Company's issued share capital.

7. SHARES PURCHASED BY THE COMPANY IN THE PREVIOUS SIX MONTHS

Neither the Company nor any of its subsidiaries has repurchased any Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
July 2024	0.570	0.450
August 2024	0.465	0.390
September 2024	0.495	0.385
October 2024	0.485	0.335
November 2024	0.450	0.390
December 2024	0.460	0.330
January 2025	0.445	0.330
February 2025	0.450	0.290
March 2025	0.480	0.390
April 2025	0.445	0.405
May 2025	0.405	0.350
June 2025	0.350	0.330
July 2025 (up to the Latest Practicable Date)	0.330	0.320

In relation to Resolution 2 as set out in the AGM Notice regarding the re-election of the retiring Directors, Mr. Zhang Tao and Mr. Li Hongchen, will retire at the forthcoming AGM pursuant to the Articles of Association, and, being eligible, to offer themselves for re-election. Biographical details of the retiring Directors are set out below:

Mr. Zhang Tao

Mr. Zhang Tao (“**Mr. Zhang**”), aged 44, joined the Group in June 2023 as an executive Director and chairman of the Board. He has over 10 years of experience in the management of companies in the information technology industry. Mr. Zhang obtained a bachelor degree with major in Media Studies from Massey University in New Zealand in May 2006.

Before joining the Company, Mr. Zhang was appointed as the chief information officer of Fast Key Holdings Limited, a wholly owned subsidiary of Shenzhen Mingwah Aohan High Technology Corporation Limited* (深圳市明華澳漢科技股份有限公司) (previous stock code: 8301) (“**Shenzhen Mingwah**”), whose principal business included (i) the trading of card application systems and the provision of application development services in the People’s Republic of China and (ii) the trading of liquor products, the issued shares of which were previously listed on the GEM of the Stock Exchange but delisted in December 2021, from July 2016 to June 2017. Since July 2017, he also served as the chief information officer of Mingwah Aohan Investment Group Limited, another subsidiary of Shenzhen Mingwah.

From April 2017 to May 2021, Mr. Zhang was an executive director of Shenzhen Mingwah. Mr. Zhang was further appointed as the chairman of the board of directors of Shenzhen Mingwah in January 2018 and redesignated from executive director to non-executive director in May 2021. Mr. Zhang resigned as a non-executive director and chairman of the board of directors of Shenzhen Mingwah in October 2022 following its delisting from the Stock Exchange.

Mr. Zhang was appointed as an executive Director of the Company on 1 June 2023 and has entered into a director’s service agreement for a term of one year commencing from 1 June 2024, unless terminated earlier by either side by giving the other not less than one month’s prior written notice and subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the Articles of Association of the Company. The total emolument received by Mr. Zhang in connection with his position as an executive Director of the Company was HK\$20,000.00 per month. His emolument was determined by the Board and as recommended by the remuneration committee of the Company with reference to his duties, experience and the prevailing remuneration benchmark in the industry and the prevailing market.

Mr. Zhang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed herein, Mr. Zhang has not held any directorships in any subsidiaries of the Company or in any publicly listed companies in the last three years.

As at the Latest Practicable Date, Mr. Zhang does not have any interests in any Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other information which is disclosable nor is/was Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements of Rule 17.50(2) (including, without limitation, paragraphs (h) to (v) thereunder) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of holders of securities of the Company.

Mr. Li Hongchen

Mr. Li Hongchen (“**Mr. Li**”), aged 26, joined the Group in July 2023. He has over 6 years of experience in the management of several subsidiaries of the Company. Mr. Li obtained a bachelor’s degree in education from the South China University of Technology in the PRC in June 2021.

From December 2018 to December 2019, Mr. Li served as the chairman of the board of Sky Label Holdings Limited (天寶集團有限公司), an indirect wholly-owned subsidiary of the Company, whose business included investment holding. Since January 2019, Mr. Li served as the chairman of the board of Haiyuncai Technology (Shenzhen) Company Limited* (海韻彩科技(深圳)有限公司), an indirect wholly-owned subsidiary of the Company. From May 2021 to July 2023, Mr. Li served as the chairman of the board of Huayin (Shenzhen) Biotechnology Co., Ltd* (華胤(深圳)生物科技有限公司) (“**Huayin**”) (a former indirect wholly-owned subsidiary of the Company, the Group disposed its entire interest in Huayin and its subsidiaries on 17 July 2023), whose business included investment holding and trading of healthcare products in the PRC and he also served as chairman of the board of two directly non-wholly owned subsidiaries of Huayin, namely Zhongke Huayin (Shenzhen) Biotechnology Co., Ltd.* (中科華胤(深圳)生物科技有限公司) and Zhongke Huayin (Shenzhen) Biology Co., Ltd.* (中科華胤(深圳)生物有限公司) since March 2022 and January 2022, respectively. Since January 2020, Mr. Li served as the chairman of the board of Yongyao Star Technology (Shenzhen) Company Limited* (永曜星科技(深圳)有限公司) (formerly known as StarGlory Enterprise Management (Shenzhen) Company Limited* (榮暉企業管理(深圳)有限公司)), an indirect wholly-owned subsidiary of the Company.

Mr. Li was appointed as an executive Director of the Company on 28 July 2023 and has entered into a director's service agreement for a term of one year commencing from 28 July 2024, unless terminated earlier by either side by giving the other not less than one month's prior written notice and subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles of Association of the Company. The total emolument received by Mr. Li in connection with his position as an executive Director of the Company was HK\$20,000.00 per month. His emolument was determined by the Board and as recommended by the remuneration committee of the Company with reference to his duties, experience and the prevailing remuneration benchmark in the industry and the prevailing market.

Mr. Li does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed herein, Mr. Li has not held any directorships in any subsidiaries of the Company or in any publicly listed companies in the last three years.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Li does not have any interests in any Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other information which is disclosable nor is/was Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements of Rule 17.50(2) (including, without limitation, paragraphs (h) to (v) thereunder) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of holders of securities of the Company.

** for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

StarGlory Holdings Company Limited 榮暉控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8213)

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**AGM**”) of StarGlory Holdings Company Limited (the “**Company**”) will be held at Executive Club Lounge, 7th Floor, Business Centre of Inter Continental Shenzhen, No. 9009 Shennan Boulevard, Nanshan District, Shenzhen, China on Friday, 26 September 2025, at 11:00 a.m. to consider and, if thought fit, pass the following ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the financial year ended 31 March 2025.
2.
 - (a) To re-elect Mr. Zhang Tao as an executive Director of the Company; and
 - (b) To re-elect Mr. Li Hongchen as an executive Director of the Company.
3. To authorise the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix the ordinary remuneration of the Directors for the year ending 31 March 2026.
4. To re-appoint KTC Partners CPA Limited, Certified Public Accountants (Practising), as the auditor of the Company and to authorise the Directors to fix the remuneration of the auditor.

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5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (i) subject to paragraph (iii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined in this Resolution) of all the powers of the Company to allot, issue and/or otherwise deal with shares (including any sale or transfer of Shares out of treasury) in the capital of the Company and to make and/or grant offers, agreements and/or options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period to make and/or grant offers, agreements and/or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of the shares in the capital of the Company to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) (including any sale or transfer of Shares out of treasury) and issued by the Directors pursuant to the approval given in paragraph (i) of this Resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined in this Resolution), (b) the exercise of the subscription rights attaching to any warrants of the Company, (c) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company in force from time to time, or (d) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the total number of Shares (excluding treasury Shares, if any) in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

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- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares in the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined in this Resolution) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares in the capital of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period (as hereinafter defined in this Resolution) shall not exceed 10% of the total number of Shares in issue (excluding treasury Shares, if any) as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

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(iii) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of Resolution 6 (which is contained in the notice of the annual general meeting of the Company, of which this Resolution forms part), the general mandate granted to the Directors and for the time being in force to exercise all the powers of the Company to allot, issue and/or deal with shares of the Company (including any sale or transfer of Shares out of treasury) during the Relevant Period (as defined in Resolution 5, which is contained in the notice of the annual general meeting of the Company, of which this Resolution forms part) be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted, issued and/or dealt with (including any sale or transfer of Shares out of treasury) or agreed conditionally or unconditionally to be allotted, issued and/or dealt with (including any sale or transfer of Shares out of treasury) by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the said Resolution 6, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding treasury Shares, if any) as at the date of the passing of this Resolution.”

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

Hong Kong, 31 July 2025

Notes:

- (1) Any member entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.

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- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (3) To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before time fixed for holding the AGM (or any adjournment thereof). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event the form of proxy shall be deemed to be revoked.
- (4) To ascertain the members' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 23 September 2025 to Friday, 26 September 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for exercising the voting rights of shareholders of the Company at the AGM, all transfers accompanied by the relevant share certificate(s), must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 September 2025.
- (5) Where there are joint holders of any share in the Company, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she/they were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (6) Completion and return of the proxy form in respect of the proposed resolution for the AGM will not preclude a member of the Company from attending and voting in person at the AGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the AGM (or any adjournment thereof) will be deemed to have been revoked.
- (7) The resolution at the AGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules. Treasury Shares, if any, and registered under the name of the Company shall have no voting rights at the Company's general meetings. For the avoidance of doubt and for the purpose of the GEM Listing Rules, treasury Shares (if any) held under the name of CCASS shall abstain from voting at the Company's general meetings.
- (8) References herein to an allotment, issue or dealing with securities or Shares shall include a sale or transfer of treasury Shares held under the name of the Company pursuant to the applicable requirements under the GEM Listing Rules.
- (9) An explanatory statement containing further details regarding resolution numbered 6 above is set out in Appendix I to this circular.
- (10) Details of the retiring Directors proposed to be re-elected as Directors are set out in Appendix II to this circular.
- (11) As at the date of this notice, 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.