StarGlory Holdings Company Limited
榮暉控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8213)

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF 51% EQUITY INTEREST IN THE TARGET COMPANY

THE ACQUISITION

The Board announces that on 1 September 2026 (after trading hours), the Purchaser (an indirect wholly-owned subsidiary of the Company) and the Vendor entered into the Sale and Purchase Agreement, pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to acquire the Sale Equity Interest, representing 51% equity interest in the Target Company, at the Consideration of RMB51,000.

Upon Completion, the Group will hold 51% of the issued share capital of the Target Company, and the Target Company will become an indirect non-wholly-owned subsidiary of the Company, the financial results of which will be consolidated into the consolidated financial statements of the Group.

IMPLICATIONS UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

As Completion is subject to the fulfilment of the Conditions Precedent set out in the Sale and Purchase Agreement, the Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE SALE AND PURCHASE AGREEMENT

The Board announces that on 1 September 2026 (after trading hours), the Purchaser (an indirect wholly-owned subsidiary of the Company) and the Vendor entered into the Sale and Purchase Agreement, pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to acquire the Sale Equity Interest, representing 51% equity interest in the Target Company, at the Consideration of RMB51,000.

Date

1 September 2026

Parties

(i) the Vendor; and

(ii) the Purchaser.

Having made all reasonable enquiries, to the best of the Directors' knowledge, information and belief, the Vendor and its ultimate beneficial owner are Independent Third Parties.

Assets to be acquired

The Sale Equity Interest represents 51% equity interest in the Target Company (corresponding to a subscribed capital contribution of RMB51,000).

Consideration

The Consideration for the Sale Equity Interest is RMB51,000, which shall be paid by the Purchaser to the Vendor in cash in one lump sum within twelve (12) months from the date of the Sale and Purchase Agreement.

The Consideration for the Sale Equity Interest shall be settled by the Group in cash and will be funded by the internal resources of the Group.

Basis of determining the Consideration:

The Consideration was determined after arm's length negotiations between the parties, having taken into account the following factors:

(i) the subscribed capital contribution corresponding to 100% equity interest in the Target Company is RMB100,000, and accordingly the subscribed capital contribution corresponding to the 51% equity interest which is the subject matter of the Acquisition is RMB51,000. Given that the Target Company has been in operation for only a short period since its establishment on 17 November 2025, its subscribed capital contribution forms part of the basis for the negotiation of the Consideration;

(ii) the business prospects of the PRC catering market in which the Target Company operates, including its operating location in Nanshan District, Shenzhen and its brand; and

(iii) the strategic considerations of the Group in expanding its PRC catering business and the potential synergies that may arise.

The Directors (including the independent non-executive Directors) are of the view that the Consideration was determined after arm's length negotiations on normal commercial terms, is fair and reasonable, and is in the interests of the Company and its Shareholders as a whole.

Conditions Precedent

The obligations of the Purchaser to make payment and complete Closing are subject to the fulfilment (or waived by the Purchaser in writing) of the following Conditions Precedent and shall be conditional upon the fulfilment or waiver of the following conditions:

(i) the representations and warranties made by the Vendor under the Sale and Purchase Agreement being true, accurate and complete as at the date of signing and the Closing Date;

(ii) the registered capital of the Target Company having been fully paid up by the Vendor (or such alternative capital contribution schedule as agreed between the parties);

(iii) the Target Company having obtained all qualifications, licences and permits required for its operations;

(iv) no event that has caused or is causing any material adverse effect on the Target Company having occurred or being continuing;

(v) the Sale and Purchase Agreement having been duly approved by the respective internal authorising bodies of both parties and validly executed; and

(vi) the Purchaser having completed the financial and legal due diligence on the Target Company, with results satisfactory to the Purchaser.

Closing

Upon fulfilment (or written waiver by the Purchaser) of the Conditions Precedent, the parties shall, within five business days, cooperate in effecting the industrial and commercial registration of the change of shareholder. The date on which the Target Company obtains the Notice of Change (Filing) (《變更(備案)通知書》) issued by the Shenzhen Market Supervision Administration shall be the Closing Date. From the Closing Date, the Purchaser shall enjoy all shareholder rights corresponding to the Sale Equity Interest, and the Target Company will become an indirect non-wholly-owned subsidiary of the Company, the financial results of which will be consolidated into the consolidated financial statements of the Group.

INFORMATION ON THE PARTIES

The Company

StarGlory Holdings Company Limited is an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM of the Stock Exchange. The Group is principally engaged in the catering business, and the trading of photovoltaic products and batteries.

The Purchaser

Yongyaoxing Technology (Shenzhen) Co., Ltd.* (永曜星科技(深圳)有限公司), being a company incorporated in the PRC with limited liability, is an indirect wholly-owned subsidiary of the Company. The Purchaser is an investment holding company as at the date of this announcement.

The Vendor

Shenzhen Xinluhui Technology Co., Ltd.*（深圳市芯路輝科技有限公司）, being a company incorporated in the PRC with limited liability, is principally engaged in investment holding. As of the date of this announcement, the Vendor holds 100% equity interest in the Target Company as the registered and beneficial owner thereof. As of the date of this announcement, the Vendor is owned as to 100% by Mr. Wang Wanyuan*（王萬源）.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated in the PRC with limited liability on 17 November 2025, is principally engaged in operating a Chinese restaurant business in Nanshan District, Shenzhen, featuring Cantonese Shunde cuisine under the brand "Tan Sai Gai"（嘆世界）. The restaurant occupies an entire floor with a total area of approximately 1,300 square metres, comprising 13 private rooms and approximately 20 tables of various sizes in the main dining hall, with a total seating capacity of approximately 300 persons.

Since the Target Company was established on 17 November 2025, no financial information for the years ended 31 December 2024 and 2025 on the Target Company is presented in this announcement. Set out below is the unaudited financial information of the Target Company for the period from its date of establishment to 31 July 2026:

	For the period from 17 November 2025 to 31 December 2025 *(Unaudited)* *RMB*	**For the seven months ended 31 July 2026** *(Unaudited)* *RMB*
Revenue	–	3,009,102
Loss before tax	725,272	400,722
Loss after tax	725,272	400,722

As at 31 July 2026, the Target Company had unaudited net liabilities of RMB1,125,994.

INFORMATION ON THE GROUP AND REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company is a limited liability company incorporated in the Cayman Islands, the shares of which are listed on GEM of the Stock Exchange. The Group is principally engaged in the catering business, and the trading of photovoltaic products and batteries.

The Board is of the view that the Acquisition will assist the Group in expanding its catering business in the PRC and increase the Group's operational scale and geographical coverage. Shenzhen is a core city in the Guangdong-Hong Kong-Macao Greater Bay Area with a large population and strong consumption power, which will provide complementary and synergistic effects to the Group's existing catering business portfolio. As the Consideration for the Sale Equity Interest is only RMB51,000, the Acquisition imposes a relatively limited financial burden on the Group and enables the Company to participate in the future returns from the business development of the Target Company.

None of the Directors has any material interest in the Acquisition and no Director is required to abstain from voting on such board resolution.

In view of the above, the Directors (including the independent non-executive Directors) are of the view that the Sale and Purchase Agreement and the transactions contemplated thereunder are entered into on normal commercial terms in the ordinary and usual course of business of the Group, are fair and reasonable, and are in the interests of the Company and its Shareholders as a whole.

FINANCIAL IMPACTS OF THE ACQUISITION ON THE GROUP

Upon Completion, the Group will hold 51% of the issued share capital of the Target Company, and the Target Company will become an indirect non-wholly-owned subsidiary of the Company, the financial results of which will be consolidated into the consolidated financial statements of the Group.

IMPLICATIONS UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

As Completion is subject to the fulfilment of the Conditions Precedent set out in the Sale and Purchase Agreement, the Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

"Acquisition"	the acquisition of the Sale Equity Interest by the Purchaser from the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement
"Board"	the board of Directors

"Closing"	the completion of the industrial and commercial registration of the change of shareholder of the Target Company
"Closing Date"	the date on which the Shenzhen Market Supervision Administration approves the change of shareholder registration of the Target Company
"Company"	StarGlory Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM of the Stock Exchange
"Completion"	completion of the Acquisition of the Sale Equity Interest in accordance with the terms and conditions of the Sale and Purchase Agreement
"Consideration"	a total sum of RMB51,000, being the total consideration for the Sale Equity Interest payable by the Purchaser to the Vendor
"Conditions Precedent"	the conditions precedent to the Completion as set out in the Sale and Purchase Agreement
"connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Directors"	the directors of the Company
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	a third party independent of the Company and its connected persons (as defined under the GEM Listing Rules) and not connected with any of them
"PRC"	the People's Republic of China, which for the purposes of this announcement excludes Hong Kong, the Macao Special Administrative Region and Taiwan
"Purchaser"	Yongyaoxing Technology (Shenzhen) Co., Ltd.* (永曜星科技(深圳)有限公司), a company incorporated in the PRC with limited liability and indirectly wholly-owned by the Company as at the date of this announcement
"RMB"	Renminbi, the lawful currency of the PRC
"Sale and Purchase Agreement"	the equity transfer agreement entered into between the Purchaser and the Vendor on 1 September 2026 in respect of the acquisition of the Sale Equity Interest

"Sale Equity Interest"	51% equity interest in the Target Company, corresponding to a subscribed capital contribution of RMB51,000
"Shareholders"	shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	Shenzhen Zhongao Catering Management Co., Ltd.*（深圳市中翱餐飲管理有限公司）, a company incorporated in the PRC with limited liability, incorporated on 17 November 2025
"Vendor"	Shenzhen Xinluhui Technology Co., Ltd.*（深圳市芯路輝科技有限公司）, a company incorporated in the PRC with limited liability
"%"	per cent.

By order of the Board
StarGlory Holdings Company Limited
榮暉控股有限公司
Zhang Tao
Chairman and Executive Director

Hong Kong, 1 September 2026

As at the date of this announcement, the executive Directors of the Company 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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 Company Announcements" page of the GEM website at www.hkexnews.hk for at least seven days from the date of its publication and on the Company's website.

* *For identification purposes only*