
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 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 24 September 2021 at 11:00 a.m. is set out on pages 16 to 21 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.

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 GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.stargloryhcl.com.

24 August 2021

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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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In light of the Novel Coronavirus (“COVID-19”) pandemic and in compliance with the government of the Hong Kong Special Administrative Region’s (the “HKSAR”) directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of the COVID-19, the Company will implement additional precautionary measures at the AGM including, without limitation:

- (1) compulsory body temperature screening – anyone with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM and requested to leave;
- (2) mandatory use of surgical face masks – no masks will be provided at the AGM and attendees should bring their own masks;
- (3) mandatory health declaration – anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the AGM (“**recent travel history**”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the AGM;
- (4) anyone attending the AGM is reminded to observe good personal hygiene at all times;
- (5) appropriate distancing and spacing in line with the guidance from the government of the HKSAR will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding; and
- (6) no corporate gift or refreshment will be distributed to attendees at the AGM.

In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders NOT to attend the AGM in person, and recommends Shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.

Any person who does not comply with the precautionary measures or is subject to quarantine prescribed by government of the HKSAR may be denied entry to the AGM venue.

To the extent permitted under applicable law, the Company reserves the right to deny entry of any person into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

If Shareholders have any questions relating to the AGM, please contact the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

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 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 24 September 2021 at 11:00 a.m.
“AGM Notice”	the notice dated 24 August 2021 convening the AGM as set out on pages 16 to 21 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
“Company”	StarGlory Holdings Company Limited, 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
“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, the aggregate nominal amount of which shall not exceed 20% of the total number of Shares in issue 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

DEFINITIONS

“Latest Practicable Date”	18 August 2021, 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 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)
“Share(s)”	ordinary share(s) with a par value of HK\$0.01 each in the capital of the Company
“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
“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. Huang Chao (*Chairman*)

Mr. Wu Xiaowen

Independent non-executive Directors:

Mr. Chan Yee Ping Michael

Mr. Yang Haiyu

Mr. Zeng Shiquan

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

24 August 2021

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 representing up to 20% of the total number of Shares in issue as at the date of the passing of such resolution. An exercise in full of the General Mandate, on the basis of 4,166,175,000 Shares in issue as at the Latest Practicable Date, would result in 833,235,000 Shares (representing 20% of the total issued share capital of the Company 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 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 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 4,166,175,000 Shares in issue as at the Latest Practicable Date, would result in 416,617,500 Shares (representing 10% of the total issued share capital of the Company 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 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. Huang Chao, Mr. Wu Xiaowen, Mr. Chan Yee Ping Michael, Mr. Yang Haiyu and Mr. Zeng Shiquan. 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. Wu Xiaowen, Mr. Yang Haiyu and Mr. Chan Yee Ping Michael 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. Yang Haiyu and Mr. Chan Yee Ping Michael as independent non-executive Directors at the AGM. Having made all necessary and reasonable enquiries, the Board is satisfied that they have no financial, business or family relationships with any other Directors, senior management of the Company or substantial or controlling Shareholders. In addition, the Board has assessed and reviewed their written confirmations of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and is satisfied that they remain independent. Given that Mr. Yang Haiyu and Mr. Chan Yee Ping Michael do not hold any directorship in more than seven listed companies, the Board believes that they can commit sufficient time to assume their respective director's duties.

The Board considers that Mr. Yang Haiyu can contribute to the diversity of the Board, in particular, with his extensive experience in teaching economics and management in the university in the PRC and is of the view that he has made valuable contribution to the Company, demonstrated his ability to provide independent, balanced and objective view to the Company's affairs, brought to the Board his own perspective, skills and experience as well as exercised judgment in the best interests of the Company when discharging his duties as an independent non-executive Director.

The Board is of the view that Mr. Chan Yee Ping Michael has made positive contribution to the Company's strategy, policies and performance with his independent advice, comments, judgment from the perspective of his strong accounting and finance background coupled with his general understanding of business of the Group during his tenure as an independent non-executive Director. The Board also considers that he will continue to contribute to the diversity of the Board, in particular, with his professional experience in the areas of audit, financial management, corporate secretarial management and corporate governance.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 16 to 21 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.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 20 September 2021 to Friday, 24 September 2021 (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 Friday, 17 September 2021.

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.

LETTER FROM THE BOARD

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
Huang Chao
Chairman

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 4,166,175,000 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 416,617,500 Shares (representing 10% of the total number of Shares in issue 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.

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. Under Cayman Islands laws, the shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced so that the shares may be subsequently reissued.

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 2021 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. UNDERTAKING

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.

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.

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 <i>(Note 4)</i>	Approximate percentage of shareholding of the Company if the power to repurchase is exercised in full
Oceanic Fortress Holdings Limited <i>(Note 1)</i>	Beneficial owner	2,375,096,529	–	2,375,096,529	57.01%	63.34%
Ms. Huang Li <i>(Note 1)</i>	Interest of corporation controlled by Ms. Huang Li	2,375,096,529	–	2,375,096,529	57.01%	63.34%
Mr. Tang Sing Ming Sherman <i>(Note 2)</i>	Beneficial owner	–	571,428,571	571,428,571	13.72%	15.24%
Ms. Ho Ming Yee <i>(Note 3)</i>	Interest of a substantial shareholder's spouse	–	571,428,571	571,428,571	13.72%	15.24%

Notes:

- (1) The 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 571,428,571 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 571,428,571 Shares, representing approximately 13.72% 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 4,166,175,000 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 63.34% 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 HK\$	Lowest HK\$
August 2020	0.057	0.044
September 2020	0.058	0.039
October 2020	0.049	0.036
November 2020	0.048	0.047
December 2020	0.058	0.040
January 2021	0.047	0.029
February 2021	0.068	0.042
March 2021	0.062	0.046
April 2021	0.051	0.045
May 2021	0.049	0.048
June 2021	0.056	0.041
July 2021	0.045	0.038
August 2021 (up to the Latest Practicable Date)	0.045	0.033

Source: Quoted prices from the Stock Exchange's website (<http://www.hkex.com.hk>).

APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

In relation to Resolution 2 as set out in the AGM Notice regarding the re-election of the retiring Directors, Mr. Wu Xiaowen, Mr. Yang Haiyu and Mr. Chan Yee Ping Michael, 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. Wu Xiaowen

Mr. Wu Xiaowen (吳曉文) (“**Mr. Wu**”), aged 53, joined the Group in May 2019, has been the founding partner of Shenzhen Jiafa Equity Investment Fund Management Co. Ltd.* (深圳市加法股權投資基金管理有限公司) since October 2016, which is carrying on business of equity investment and investment management. Mr. Wu worked for Shenzhen Gaoxintou Group Co. Ltd.* (深圳市高新投集團有限公司), a company carrying on guarantee business in China, from February 2002 until July 2014, and was appointed as the deputy general manager during the employment period. Mr. Wu was appointed as a member of Shenzhen Financial Standardization Expert Database* (深圳市金融標準專家庫) and Chief Commissioner of Internet Financial Professional Committee of Guangdong Internet Society* (廣東省互聯網協會互聯網金融專業委員會) in 2015, respectively.

Mr. Wu graduated from East China Chemical Engineering College* (華東化工學院) (now known as East China University of Science and Technology (華東理工大學)) in July 1989 with a bachelor’s degree in Chemical Engineering. He was awarded the diploma in Business and Administration in Finance in May 1999 and obtained a master’s degree of Business Studies in Finance in May 2000 from Massey University, New Zealand.

Mr. Wu has entered into a director’s service agreement for a term of one year with effect from 21 May 2021 subject to termination by either side by giving the other not less than one month’s prior written notice and retirement by rotation and re-election at the Company’s annual general meetings in accordance with the Articles of Association. The total emolument received by Mr. Wu in connection with his position as an executive Director was HK\$20,000 per month and HK\$240,000 in total for the financial year ended 31 March 2021. 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. Wu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

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

APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Wu 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. Wu 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. Yang Haiyu

Mr. Yang Haiyu (楊海余) (“**Mr. Yang**”), aged 59, joined the group in December 2020. Mr. Yang obtained a bachelor’s degree in Engineering from China University of Mining and Technology (中國礦業大學) in July 1982, a master’s degree in Engineering from the South China University of Technology (華南理工大學) in June 1987 and a doctorate in Economics from Hunan University (湖南大學) in June 2005. He has been teaching at the School of Economics and Management in Changsha University of Science and Technology (長沙理工大學) since April 2005 and has been a professor of Economics in the same university since October 2007. From April 2011 to February 2018, he served as an independent director of LBX Pharmacy Chain Joint Stock Company (stock code: 603883), a company listed on the Shanghai Stock Exchange since April 2015.

Mr. Yang was appointed as an independent non-executive Director of the Company on 11 December 2020 for a term of one year ending on 10 December 2021 unless terminated by either party giving the other party not less than one month’s notice in writing and subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the Articles of Association. The total emolument received by Mr. Yang in connection with his position as an independent non-executive Director was HK\$15,000 per month and approximately HK\$55,000 in total for the financial year ended 31 March 2021. 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. Yang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

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

APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Yang 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. Yang 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. Chan Yee Ping Michael

Mr. Chan Yee Ping Michael (陳貽平) (“**Mr. Chan**”), aged 44, joined the Group in November 2016. Mr. Michael Chan has more than 20 years of experience in the areas of audit, financial management, corporate secretarial management and corporate governance. He graduated from The Hong Kong Polytechnic University with an honour bachelor’s degree in accountancy. He was admitted as a certified public accountant and a fellow member of the Hong Kong Institute of Certified Public Accountants in October 2003 and July 2017 respectively, and a fellow member of the Association of Chartered Certified Accountants in June 2009. He is currently a director of MCI CPA Limited, a certified public accountant firm in Hong Kong. He is currently serving as an independent non-executive director for three companies whose shares are listed on the Main Board, namely China Sandi Holdings Limited (Stock Code: 910) since July 2014, China Wah Yan Healthcare Limited (中國華仁醫療有限公司)(formerly known as China Renji Medical Group Limited (中國仁濟醫療集團))(Stock Code: 648) since July 2014 and Beijing Media Corporation Limited (北青傳媒股份有限公司)(Stock Code: 1000) since June 2020. He has been a company secretary of China Sunshine Paper Holdings Company Limited (中國陽光紙業控股有限公司)(stock code: 2002) which is listed on the Main Board, since 2013 and Northeast Electric Development Co., Limited (東北電氣發展股份有限公司)(stock code: 42), a joint stock limited company listed on the Shenzhen Stock Exchange and the Main Board, since 2012.

He served as an independent non-executive director of Prosper One International Holdings Company Limited (富一國際控股有限公司)(formerly known as Tic Tac International Holdings Company Limited (滴達國際控股有限公司)) (stock code: 01470) from September 2017 to December 2018 and Champion Alliance International Holdings Limited (冠均國際控股有限公司) (formerly known as Mengke Holdings Limited (盟科控股有限公司))(stock code: 01629) from November 2018 to February 2021, whose shares are listed on the Main Board.

APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chan was appointed as an independent non-executive Director of the Company on 8 November 2016. He has signed a letter for renewal of appointment for a term of one year commencing from 8 November 2020 with the Company, 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. The total emolument received by Mr. Chan in connection with his position as an independent non-executive Director of the Company was HK\$15,000 per month and HK\$180,000 in total for the financial year ended 31 March 2021. 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. Chan does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed herein, Mr. Chan 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. Chan 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. Chan 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 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 24 September 2021, 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 2021.
2.
 - (a) To re-elect Mr. Wu Xiaowen as an executive director of the Company;
 - (b) To re-elect Mr. Yang Haiyu as an independent non-executive director of the Company; and
 - (c) To re-elect Mr. Chan Yee Ping Michael as an independent non-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 2022.
4. To re-appoint PKF Hong Kong Limited, Certified Public Accountants, as the auditor of the Company and to authorise the Directors to fix the remuneration of the auditor.

NOTICE OF ANNUAL GENERAL MEETING

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 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) 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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 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 or agreed conditionally or unconditionally to be allotted, issued and/or dealt with 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 as at the date of the passing of this Resolution.”

By order of the Board
StarGlory Holdings Company Limited
Huang Chao
Chairman

Hong Kong, 24 August 2021

NOTICE OF ANNUAL GENERAL MEETING

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.
- (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 Monday, 20 September 2021 to Friday, 24 September 2021 (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 Friday, 17 September 2021.
- (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.
- (8) An explanatory statement containing further details regarding resolution numbered 6 above is set out in Appendix I to this circular.
- (9) Details of the retiring Directors proposed to be re-elected as Directors are set out in Appendix II to this circular.

NOTICE OF ANNUAL GENERAL MEETING

- (10) If typhoon signal number 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of Company at www.stargloryhcl.com and on the GEM website at www.hkgem.com on the “Latest Company Announcements” page to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- (11) As at the date of this notice, the executive Directors are Mr. Huang Chao and Mr. Wu Xiaowen; and the independent non-executive Directors are Mr. Chan Yee Ping Michael, Mr. Yang Haiyu and Mr. Zeng Shiquan.
- (12) Shareholders are strongly encouraged to note the COVID-19 precautionary measures and special arrangements to be implemented at the AGM which are set out in the section headed “Precautionary Measures for the Annual General Meeting” in the Company’s circular dated 24 August 2021 and that no corporate gift or refreshment will be distributed. Shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy and submit their form of proxy as early as possible.