

WEALTH GLORY HOLDINGS LIMITED

富譽控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8269)

SECOND FORM OF PROXY FOR THE 2012 ANNUAL GENERAL MEETING

Second Form of proxy for use by shareholders at the 2012 Annual General Meeting (the "Meeting") to be convened at Lily Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Monday, 27 August 2012 at 12:00 noon.

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares of
HK\$0.01 each in the capital of WEALTH GLORY HOLDINGS LIMITED (the "Company") hereby appoint ³ the Chairman of the Meeting or
_____ of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Meeting of the Company (and at any adjournment thereof) to be held at Lily Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Monday, 27 August 2012 at 12:00 noon (Hong Kong time) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting in the Company's circular dated 26 July 2012 (as supplemental by the Company's supplemental circular dated 10 August 2012).

Ordinary Resolutions		For ⁴	Against ⁴
1.	To consider and adopt the audited financial statements and the reports of the directors and the auditor for the year ended 31 March 2012.		
2(a).	(i) To re-elect Ms. Lee Yau Lin, Jenny as executive director.		
	(ii) To re-elect Mr. Ho Wai Hung as independent non-executive director.		
	(iii) To re-elect Mr. Wong Ka Wah, Albert as executive director.		
2(b).	To authorize the board of directors to fix the directors' remuneration.		
3.	To re-appoint Messrs RSM Nelson Wheeler as the external auditor and to authorize the board of directors to fix the remuneration thereof.		
4.	(a) To grant a general mandate to the directors to issue, allot and otherwise deal with the Company's shares.		
	(b) To grant a general mandate to the directors to repurchase the Company's own shares.		
	(c) To add the nominal amount of the shares repurchased by the Company under resolution no. 4(b) to the mandate granted to the directors under resolution no. 4(a).		

Date this _____ day of _____, 2012

Signature ⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) to which this second form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. If this space is not completed, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Please indicate with a "✓" in the space provided how you wish your votes to be cast. If this form returned is duly signed but without specific direction on any proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- This second form of proxy must be signed by you or your attorney duly authorized in writing, or if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorized. In the case of joint holders, this second form of proxy must be signed by the member whose name stands first.
- Any shareholder entitled to attend and vote at the Meeting shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company but must attend the Meeting, or any adjournment thereof, in person to represent you.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy or by authorized representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s); and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holders.
- In order to be valid, this second form of proxy, duly executed and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company's branch registrar, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- Completion and delivery of this second form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. In that event, this form of proxy will be deemed to be revoked.
- The complete version of the resolutions and further details in relation thereto are set out in the circular and the notice of the Meeting of the Company both dated 26 July 2012 and the supplemental circular and the supplemental notice of Meeting of the Company both dated 10 August 2012, copies of which may be found on the "Latest Company Announcements" page of the GEM website at www.hkgem.com and on the website of the Company at www.lmfndoodle.com.

IMPORTANT: A SHAREHOLDER OF THE COMPANY (THE "SHAREHOLDER") WHO HAS ALREADY LODGED THE PROXY FORM WHICH WAS SENT TOGETHER WITH THIS NOTICE OF THE MEETING DATED 26 JULY 2012 (THE "FIRST PROXY FORM") SHOULD NOTE THAT:

- if no second form of proxy is lodged with the Company's share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the 2012 AGM including the resolution for the re-election of Mr. Wong Ka Wah, Albert as a director of the Company set out in the supplemental circular dated 10 August 2012;
- if this second form of proxy is lodged with the Company's share registrar 48 hours prior to the time appointed for holding the 2012 AGM (the "Closing Time"), such second form of proxy, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and
- if this second form of proxy is lodged with the Company's share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no second form of proxy was lodged with the Company's share registrar.