

WEALTH GLORY HOLDINGS LIMITED

富譽控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8269)

FORM OF PROXY

Form of proxy for use by shareholders of Wealth Glory Holdings Limited (the "Company") at the Extraordinary General Meeting (the "Meeting") to be convened at Terrace Cafe on 3/F., Best Western Hotel Harbour View, 239 Queen's Road West, Hong Kong on Friday, 8 February 2013 at 11:30 a.m. and at any adjournment thereof

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares of HK\$0.01 each in the capital of 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 Terrace Cafe on 3/F., Best Western Hotel Harbour View, 239 Queen's Road West, Hong Kong on Friday, 8 February 2013 at 11:30 a.m. (Hong Kong time) and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting in the Company's circular dated 18 January 2013.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 18 January 2013 unless the context requires otherwise.

Ordinary Resolution		For ⁴	Against ⁴
1.	To approve, confirm and ratify the CB Placing Agreement and the transactions contemplated thereunder, including but not limited to the issue by the Company of the Convertible Bonds and to allot and issue such number of new shares of the Company upon exercise of the conversion rights attaching to the Convertible Bonds under the specific mandate, details of which are set out in the notice of the Meeting.		

Date this _____ day of _____ 2013

Signature⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s) to which this 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).
3. 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
4. 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.
5. This form of proxy must be signed by you or your attorney duly authorized in writing, or if such appointer 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 form of proxy must be signed by the member whose name stands first.
6. 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.
7. 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.
8. In order to be valid, this 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 branch registrar and transfer office of the Company in Hong Kong, 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.
9. Completion and delivery of this 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.
10. The complete version of the resolution and further details in relation thereto are set out in the circular and the notice of the Meeting of the Company both dated 18 January 2013, 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.lmfnooodle.com.