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WEALTH GLORY HOLDINGS LIMITED

富譽控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8269)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of the shareholders of Wealth Glory Holdings Limited (the “**Company**”) will be held at 17/F., No. 8 Wyndham Street, Central, Hong Kong on Wednesday, 3 August 2016 at 3:30 p.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at 3:00 p.m. on the same day) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the conditional sale and purchase agreement dated 18 March 2016 (the “**Agreement**”, details of which are disclosed in the circular of the Company dated 18 July 2016 (the “**Circular**”)) entered into between the Company, as purchaser (the “**Purchaser**”) and Azure Sea Developments Limited, as Vendor (the “**Vendor**”) in relation to, among other matters, the sale and purchase of the entire equity interest in the Target Company (as defined in the Circular), for a total consideration of HK\$170,000,000 (a copy of the Agreement is marked “A” and produced to the Meeting and signed by the chairman of the Meeting (the “**Chairman**”) for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the creation and issue of the Convertible Bonds by the Company of up to an aggregate principal amount of HK\$42,067,127.53 pursuant to the terms of the Agreement be and are hereby approved;
- (c) the allotment and issue of the Conversion Shares, as defined in the Circular, (subject to adjustment) in the capital of the Company upon the exercise of the conversion rights attached to the Convertible Bonds be and are hereby approved; and the directors of the Company be and are hereby authorized to allot and issue the Convertible Bonds and the Conversion Shares accordingly;
- (d) the allotment and issue of the Consideration Shares (as defined in the Circular) credited as fully paid at the Issue Price (as defined in the Circular) to Vendor and/or their respective nominee(s) in accordance with the terms and conditions of the Agreement and the transactions contemplated thereunder be and is hereby approved; and

- (e) any one director of the Company (the “**Director**”) be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such documents for and on behalf of the Company by hand, or in the case of execution of documents under seal, to do so jointly with any one of a second Director, a duly authorized representative of the Director or the secretary of the Company, and to take such steps as he may in his absolute discretion considers necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Convertible Bonds, the Conversion Shares and the Consideration Shares.”

By order of the Board
Wealth Glory Holdings Limited
Wong Ka Wah, Albert
Chairman

Hong Kong, 18 July 2016

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head Office and principal Place of Business in Hong Kong:

17/F., No. 8 Wyndham Street
Central
Hong Kong

Notes:

1. 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 but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.
4. According to the articles of association of the Company, all proposed resolutions in general meetings of the Company shall be put to vote by way of poll.
5. In the case of joint holders of Shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
6. The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version will prevail.

7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 12:00 noon on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at www.wealthglory.com and the GEM at www.hkgem.com to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the Board comprises nine Directors, including three executive Directors, namely Mr. Wong Ka Wah, Albert, Mr. Hong Sze Lung and Mr. Kwong Yuk Lap; three non-executive Directors namely, Mr. Lau Wan Pui, Joseph, Mr. Law Chung Lam, Nelson and Mr. Lu Xianglong and three independent non-executive Directors, namely Mr. Leung Ka Tin, Mr. Tam Chak Chi and Mr. Chow Chi Fai.

This announcement, 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 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 GEM website at www.hkgem.com on the “Latest Company Announcements” page for seven days from the date of its publication and on the website of the Company at www.wealthglory.com.