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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)**

### **INSIDE INFORMATION AND RESUMPTION OF TRADING**

This announcement is made by the Company pursuant to Rule 3.2 of the Takeovers Code, Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

#### **THE OFFERS**

The Board received the Offeror Letter on 9 August 2016 notifying the Board of the Offeror's firm intention to make the Offers, which will be made by the Offeror (i) to acquire all the Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with him at an offer price of HK\$0.042 per Share; and (ii) acquire all the outstanding Warrants other than those already owned by or agreed to be acquired by the Offeror and parties acting in concert with him at an offer price of HK\$0.001 per Warrant; and (iii) to acquire all outstanding Share Options at an offer price of HK\$0.001 per Share Option.

According to the Offeror Letter, the Offeror will publish an announcement in respect of the Offers and despatch the Offer Documents which will contain, amongst other things, the terms and conditions of the Offers to the Shareholders in compliance with the Takeovers Code and the GEM Listing Rules.

## **ADVICE FOR THE SHAREHOLDERS, WARRANT-HOLDERS AND OPTION-HOLDERS**

An independent board committee of the Company comprising all the independent non-executive Directors namely, Mr. Tam Chak Chi and Mr. Chow Chi Fai, and all the non-executive Directors namely, Mr. Lau Wan Pui, Joseph and Mr. Law Chung Lam, Nelson, will be formed to give advice to the Shareholders, Warrant-holders and Option-holders on the Offers. An independent financial adviser will be appointed by the Company to advise the independent board committee of the Company on the Offers as soon as practicable. A further announcement will be made by the Company following the formation of the independent board committee of the Company and the appointment of the independent financial adviser. **Shareholders, Warrant-holders and Option-holders are advised to take no action as regards the Offers until they have received the advice of the independent board committee and the independent financial adviser.**

**The Board wishes to draw the attention of the Shareholders, Warrant-holders and Option-holders that the Offers are subject to conditions to be further specified by the Offeror and accordingly the Offers may or may not become unconditional. Shareholders, Warrant-holders, Option-holders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company.**

## **DEALINGS DISCLOSURE**

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code which includes, among others, any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or the Offeror) are reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code in relation to the responsibilities of stockbrokers, banks and other intermediaries:

*“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates (including shareholders holding 5% of the relevant securities under class (6) of the definition of “associate”) and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive (as defined in the Takeovers Code) in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive (as defined in the Takeovers Code) with relevant information as to those dealings, including identities of clients, as part of that co-operation."*

## **RESUMPTION OF TRADING**

At the request of the Company, trading in shares on the Stock Exchange was suspended with effect from 1:04 p.m. on 9 August 2016 pending the release of this announcement. An application has been made to the Stock Exchange for the resumption of trading of the Shares on the GEM with effect from 9:00 a.m. on 15 August 2016.

## **DEFINITIONS**

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

|                     |                                                                                                                                                             |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “acting in concert” | has the meaning ascribed to it under the Takeovers Code                                                                                                     |
| “associates”        | has the meaning ascribed to it under the Takeovers Code                                                                                                     |
| “Board”             | the board of Directors                                                                                                                                      |
| “Company”           | Wealth Glory Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on GEM (stock code: 8269) |
| “Directors”         | the directors of the Company                                                                                                                                |
| “GEM”               | the Growth Enterprise Market of the Stock Exchange                                                                                                          |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM                                                                                                        |
| “Hong Kong”         | The Hong Kong Special Administrative Region of The People’s Republic of China                                                                               |

|                     |                                                                                                                                                                                                                                                                                         |
|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Offer Documents”   | the documents to be issued by the Offeror to all Shareholders in connection with the Offers in accordance with the Takeovers Code containing, among others, information relating to the Offeror, the terms and conditions of the Offers, together with forms of acceptance and transfer |
| “Offeror”           | Dong Bo Frederic                                                                                                                                                                                                                                                                        |
| “Offeror Letter”    | a letter issued by the Offeror to the Company on 9 August 2016 in respect of the Offers                                                                                                                                                                                                 |
| “Offers”            | the Share Offer, the Option Offer and the Warrant Offer collectively                                                                                                                                                                                                                    |
| “Option-holder(s)”  | holder(s) of the Share Options                                                                                                                                                                                                                                                          |
| “Option Offer”      | the voluntary conditional cash offer to be made by the Offeror for the cancellation of the Share Options in accordance with the Takeovers Code                                                                                                                                          |
| “SFO”               | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)                                                                                                                                                                                                             |
| “Shares”            | the ordinary share(s) of HK\$0.01 each in the share capital of the Company                                                                                                                                                                                                              |
| “Share Offer”       | the voluntary conditional cash offer to be made by the Offeror for all the Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with him in accordance with the Takeovers Code                                                                |
| “Share Option(s)”   | the outstanding options granted under the share option scheme of the Company approved and adopted by the Shareholders on 26 September 2010                                                                                                                                              |
| “Shareholders”      | holders of the issued Shares                                                                                                                                                                                                                                                            |
| “Stock Exchange”    | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                                 |
| “Takeovers Code”    | the Hong Kong Code on Takeovers and Mergers                                                                                                                                                                                                                                             |
| “Warrant-holder(s)” | holder(s) of the Warrants                                                                                                                                                                                                                                                               |

|                 |                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Warrants”      | the unlisted warrants issued by the Company entitling the holders thereof to subscribe for 130,000,000 Shares at a subscription price of HK\$0.216 per Warrant (subject to the adjustment in accordance with the terms of the warrant instrument and conditions of the Warrants) during the period from the date of issue of the Warrants to the date falling the third (3rd) anniversary of the issue of the Warrants |
| “Warrant Offer” | the voluntary conditional cash offer to be made by the Offeror for all the outstanding Warrants not already owned or agreed to be acquired by the Offeror and parties acting in concert with him in accordance with the Takeovers Code                                                                                                                                                                                 |
| “HK\$”          | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                                                                                                                                                                                    |
| “%”             | per cent.                                                                                                                                                                                                                                                                                                                                                                                                              |

By order of the Board  
**Wealth Glory Holdings Limited**  
**Hong Sze Lung**  
*Chairman*

Hong Kong, 12 August 2016

*As at the date of this announcement, the Board comprises five Directors, including one executive Director, namely, Mr. Hong Sze Lung; two non-executive Directors namely, Mr. Lau Wan Pui, Joseph and Mr. Law Chung Lam, Nelson and two independent nonexecutive Directors, namely, Mr. Tam Chak Chi and Mr. Chow Chi Fai.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (save for the information relating to the Offers) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (save for the opinions expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading. The Directors only take responsibility for the correctness and fairness of the reproduction or presentation of the information relating to the terms of the Offers which is extracted from the Offeror Letter.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://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](http://www.wealthglory.com).*