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MR. DONG BO FREDERIC
DESPATCH OF OFFER DOCUMENT RELATING TO
VOLUNTARY CONDITIONAL CASH OFFERS BY



**ON BEHALF OF MR. DONG BO FREDERIC
TO ACQUIRE ALL ISSUED SHARES AND
ALL OUTSTANDING WARRANTS OF
WEALTH GLORY HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY ACQUIRED OR
AGREED TO BE ACQUIRED BY MR. DONG BO FREDERIC AND
PARTIES ACTING IN CONCERT WITH HIM) AND
FOR CANCELLATION OF ALL OUTSTANDING OPTIONS OF
WEALTH GLORY HOLDINGS LIMITED**



KINGSTON CORPORATE FINANCE LTD.



INCUB Corporate Finance Limited

Joint financial advisers to the Offeror

The Offer Document, together with the Forms of Acceptance, containing, among others, further terms of the Offers and procedures for acceptance, an indicative timetable and general information of the Offeror have been despatched to the Shareholders, the Warrantholders and the Optionholders on 2 September 2016.

In accordance with the Takeovers Code, the Offeree Document is required to be sent to the Shareholders, the Warrantholders and the Optionholders by the Company within 14 days from the posting of the Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the First Closing Day.

The Shareholders, the Warrantholders and the Optionholders are advised to read the Offer Document and the Offeree Document before taking any action on the Offers.

The Offers may or may not become unconditional. The Shareholders, the Warrantholders, the Optionholders and/or potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers. The Offeror reminds his associates of the dealing restrictions under the Takeovers Code and their duties to disclose their permitted dealings, if any, in any securities of the Company.

INTRODUCTION

Reference is made to the announcement dated 12 August 2016 and the offer document (the “**Offer Document**”) dated 2 September 2016 issued by Mr. Dong Bo Frederic (the “**Offeror**”). Capitalised terms used herein shall have the same meanings as those defined in the Offer Document, unless the context herein requires otherwise.

DESPATCH OF THE OFFER DOCUMENT

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In accordance with the Takeovers Code, the Offeree Document is required to be sent to the Shareholders, the Warrantholders and the Optionholders by the Company within 14 days from the posting of the Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the First Closing Day.

Shareholders, Warrantholders and Optionholders are advised to read the Offer Document and the Offeree Document before taking action on the Offers.

EXPECTED TIMETABLE OF THE OFFERS

Set out below is the expected timetable of the Offers as extracted from the Offer Document. The timetable set out below is indicative only and any changes to the timetable will be announced by the Offeror. All the times and date references contained in this announcement refer to Hong Kong local times and date.

Event	Timeline 2016
Despatch date of the Offer Document and the accompanying Forms of Acceptance and the commencement of the Offers (<i>Note 1</i>)	Friday, 2 September
Latest date for the posting of the Offeree Document (<i>Note 2</i>)	Monday, 19 September
Latest time and date for acceptance of the Offers on the First Closing Date	by 4:00 p.m. on Friday, 30 September
First Closing Date (<i>Note 3</i>)	Friday, 30 September
Announcement of the results of the Offers and the level of acceptance as at the First Closing Date, on the website of the Stock Exchange	by 7:00 p.m. on Friday, 30 September
Latest date of posting of remittances for the amount due in respect of valid acceptances received under the Offers on or before the First Closing Date (if the Offers become or are declared unconditional on the First Closing Date) (<i>Note 4</i>)	Wednesday, 12 October
Latest time and date for the Offers remaining open for acceptance assuming the Offers become or are declared unconditional on the First Closing Date) (<i>Note 5</i>)	by 4:00 p.m. on Friday, 14 October

Latest Date for posting of remittances for the amounts
 due in respect of valid acceptances received under
 the Offers on or before 4:00 p.m. on 14 October 2016,
 being the latest date which the Offers remain open
 for acceptance assuming the Offers become, or are declared
 unconditional in all respects on the First Closing Date Tuesday, 25 October

Latest time and date by which the Offers
 can be declared unconditional as to acceptance (*Note 6*) by 7:00 p.m. on Tuesday,
 1 November

Notes:

1. The Offers are made on 2 September 2016, being the date of posting of the Offer Document, and are capable for acceptance on and from that date. The Offers are conditional on the conditions set out in the paragraph headed “Conditions of the Offers” in the Offer Document. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in Rule 17 and Rule 19.2 of the Takeovers Code.
2. In accordance with the Takeovers Code, the Company is required to post the Offeree Document within 14 days from the posting of the Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the closing date by the number of days in respect of which the delay in the posting of the Offeree Document is agreed.
3. In accordance with the Takeovers Code, where the Offeree Document is posted after the date on which the Offer Document is posted, the Offers must remain open for acceptance for at least 28 days following the date on which the Offer Document is posted. The Offers may or may not be revised/extended as the Offeror may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any revision or extension of the Offers, which will state the next closing date or, if the Offers have become or are at that time unconditional as to acceptance, that the Offers will remain open until further notice. In the latter case, at least 14 days’ notice in writing must be given, before the Offers are closed and an announcement must be published. In any event, where the Offers become or are declared unconditional (whether as to acceptances or in all respects), the Offers will remain open for acceptance for not less than 14 days thereafter in accordance with the Takeovers Code.
4. Subject to the Offers becoming unconditional, remittance in respect of the consideration payable for the Offer Shares, the Warrants and the Options tendered under the Offers will be posted by ordinary post to the Shareholders, the Warrantholders or the Optionholders accepting the Offers respectively at their own risk as soon as possible, but in any event within seven (7) Business Days following the later of the date on which the Offers become, or are declared, unconditional and the date of receipt by the Registrar of all the relevant documents to render the acceptances under the Offers complete and valid in accordance with the Takeovers Code.

5. In accordance with the Takeovers Code, where the Offers become or are declared unconditional in all respects, the Offers should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the Offers are closed. The Offeror has the right, subject to the Takeovers Code, to extend the Offers until such date as he may determine or as permitted by the Executive, in accordance with the Takeovers Code. The Offeror will issue a press announcement in relation to any extension of the Offers, which will state the next closing date or, if the Offers have become or are at that time unconditional, that the Offers will remain open until further notice.
6. Pursuant to the Takeovers Code, unless with the consent of the Executive, the Offers may not become or be declared unconditional as to acceptance after 7:00 p.m. on the 60th day after the date of the posting of the initial Offer Document.

CONDITIONS OF THE OFFERS

The Share Offer will be conditional upon, among others, valid acceptances of the Offers being received by 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the rules of the Takeovers Code, decide) in respect of such number of Shares which would result in the Offeror and parties acting in concert with him holding more than 50% of the voting rights in the Company.

The Offer may or may not become unconditional. The Shareholders, the Warrantholders, the Optionholders and/or potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

The Offeror reminds his associates of the dealing restrictions under the Takeovers Code and their duties to disclose their permitted dealings, if any, in any securities of the Company.

Mr. Dong Bo Frederic

Hong Kong, 2 September 2016

The Offeror accepts full responsibility for the accuracy of information contained in this announcement (other than the information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement 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 statement in this announcement misleading.

The English text of this announcement shall prevail over its Chinese text.