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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)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE UPDATE OF NUMBER OF THE RELEVANT SECURITIES IN ISSUE OF THE COMPANY

This announcement is made by Wealth Glory Holdings Limited (the “**Company**”) pursuant to Rule 3.8 of the Takeovers Code.

Reference is made to the announcement of the Company dated 12 August 2016 pursuant to Rule 3.2 of the Takeovers Code and announcement of the Company dated 25 August 2016 pursuant to Rule 3.8 of the Takeovers Code (collectively, the “**Announcements**”) in relation to, among other things, the Offers. Capitalised terms used herein have the same meanings as those defined in the Announcements unless otherwise specified.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES

As disclosed in the Announcements, there were outstanding Warrants (the “**Warrants**”) of the Company entitling the holder thereof to subscribe for 130,000,000 Shares. The Warrants were unlisted warrants issued by the Company which were exercisable from the date of issue of the Warrants up to the date which is three years after the date of issue of the Warrants (i.e. 6 September 2016) and entitled holder(s) thereof to subscribe for up to 130,000,000 Shares at an exercise price of HK\$0.216 per Warrant Share.

The Board wishes to announce that the Warrants expired after 6 September 2016 before the holder(s) thereof exercised the subscription rights attached to any of the Warrants.

As at the date of this announcement, there are 4,108,716,000 Shares in issue and outstanding Share Options entitling the holder(s) thereof to subscribe for 287,732,536 Shares. Save as aforesaid, there have been no other changes in the number of outstanding securities of the Company and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue as at the date of this announcement.

DEALING DISCLOSURES

In accordance with Rule 22 of the Takeovers Code, associates of the Company (including shareholders of the Company having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements 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:

“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 and other persons under Rule 22 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. 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 in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

For the avoidance of doubt, the meaning of Executive as set out above has the meaning ascribed to it under the Takeovers Code, being the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director.

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

Hong Kong, 6 September 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 non-executive 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 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.