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**ANNOUNCEMENT ON  
LAPSE OF 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 Offeror announces that the Offers lapsed on 30 September 2016 and there will be no extension or revision of the Offers. As at 4:00 p.m. on 30 September 2016, there are (i) valid acceptances in respect of 716,000 Offer Shares under the Share Offer, representing approximately 0.02% of the issued share capital of the Company as at the date of this announcement; (ii) valid acceptances in respect of 130,000,000 Warrants received on 6 September 2016 under the Warrant Offer, representing 100% of the outstanding Warrants of the Company as at the date of despatch of the Offer Document; and (iii) no valid acceptance under the Option Offer had been received.

As at 4:00 p.m. on 30 September 2016, taking into account the valid acceptances in respect of 716,000 Offer Shares under the Share Offer, the Offeror and parties acting in concert with him would hold an aggregate of 89,516,000 Shares, representing approximately 2.18% of the issued share capital of the Company as at the date of this announcement. As one of the conditions of the Share Offer (i.e. valid acceptances of the Offers being received by 4:00 p.m. on 30 September 2016 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) has not been satisfied, the Offers have not become unconditional and lapsed on 30 September 2016.

References are made to (i) the announcement dated 12 August 2016 relating to the Offers issued by Mr. Dong Bo Frederic (the “**Offeror**”); (ii) the offer document dated 2 September 2016 (the “**Offer Document**”) issued by the Offeror; and (iii) the response document dated 19 September 2016 issued by the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

## **LEVEL OF ACCEPTANCE OF THE OFFERS ON THE FIRST CLOSING DATE**

The Offeror announces that the Offers lapsed on 30 September 2016 and there will be no extension or revision of the Offers. As at 4:00 p.m. on 30 September 2016, there are (i) valid acceptances in respect of 716,000 Offer Shares under the Share Offer, representing approximately 0.02% of the issued share capital of the Company as at the date of this announcement; (ii) valid acceptances in respect of 130,000,000 Warrants received on 6 September 2016 under the Warrant Offer, representing 100% of the outstanding Warrants of the Company as at the date of despatch of the Offer Document; and (iii) no valid acceptance under the Option Offer had been received.

Immediately before 12 August 2016 (being the commencement date of the Offer Period), the Offeror and parties acting in concert with him are interested in an aggregate of 88,800,000 Shares, representing approximately 2.16% of the issued share capital of the Company.

As at 4:00 p.m. on 30 September 2016, taking into account the valid acceptances in respect of 716,000 Offer Shares under the Share Offer, the Offeror and parties acting in concert with him would hold an aggregate of 89,516,000 Shares, representing approximately 2.18% of the issued share capital of the Company as at the date of this announcement.

Save as disclosed above, none of the Offeror and parties acting in concert with him (i) held, controlled or directed any Shares and rights over Shares before the Offer Period; (ii) acquired or agreed to acquire any Shares or the rights over Shares nor borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

## **LAPSE OF THE OFFERS**

The Share Offer shall be conditional upon, among other things, the valid acceptances of the Offers being received by 4:00 p.m. on 30 September 2016 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. Each of the Warrant Offer and the Option Offer is conditional only upon the Share Offer becoming unconditional in all respects.

In light of the level of acceptance of the Offers as set out above, the condition of the Offers has not been satisfied, and therefore the Offers have not become unconditional and lapsed on 30 September 2016. Pursuant to the terms of the Warrants, all outstanding Warrants have expired on 6 September 2016.

As the Offers lapsed, share certificate(s) and/or warrant certificate(s) and/or transfer receipt(s) and/or other document(s) of title in respect of the Shares and Warrants tendered for acceptance under the Offers will be, as soon as possible but in any event within ten (10) days hereof (i.e., on or before 11 October 2016), returned to those Shareholders and Warrantholders who have accepted the Offers by ordinary post.

**Mr. Dong Bo Frederic**

Hong Kong, 30 September 2016

*The Offeror accepts full responsibility for the accuracy of information contained in this announcement 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.*