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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)

PROFIT WARNING

This announcement is made by Wealth Glory Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that the consolidated financial results of the Group for the year ended 31 March 2012 (the “**2012 Annual Results**”) are expected to continually be affected by (i) the tightening up of formalities of regulating edible foodstuff control in the domestic market of the People’s Republic of China (the “**PRC**”) which has been affecting the revenue performance of the Group and causing a decline in trading volume; and (ii) the escalating costs in raw materials which we have difficulties to fully transfer all the increased costs to the consumers since our third quarterly period (please refer to our previous announcement dated 30 December 2011). Further, it is expected that the 2012 Annual Results will also be affected by (i) the charging of fair value of the share based payment arising from the grant of share options under the existing share option scheme of the Company; and (ii) the costs and expenses incurred by the Group in engaging professional advisers and exploring potential projects for investments by the Group.

In view of the above reasons, the Board anticipated that there will be a significant decline in net profit of the 2012 Annual Results as compared to the corresponding financial year of 2011.

As the Company is still in the process of finalizing the 2012 Annual Results, this profit warning announcement is only based on preliminary assessment by the Board in accordance with the information currently available and the latest consolidated management accounts of the Group, which is subject to finalization and is not based on any figures or information reviewed or audited by the Company’s auditors. Shareholders and potential investors should read the 2012 Annual Results announcement carefully, which is expected to be published before 30 June 2012.

The Board, however, would like to inform the Shareholders that the existing business operation, the financial position and cash level of the Group remain sound and healthy.

Shareholders and potential investors are advised to exercise caution in dealing in the shares of the Company.

By order of the Board
Wealth Glory Holdings Limited
Lee Yau Lin, Jenny
Chairman

Hong Kong, 12 April 2012

As at the date of this announcement, the Board comprises five Directors, including two executive Directors namely Ms. Lee Yau Lin, Jenny and Mr. Wong Wing Fat; and three independent non-executive Directors, namely Mr. Ho Wai Hung, Ms. Cheung Kin, Jacqueline and Ms. Mak Yun Chu.

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 at least 7 days from the date of its posting. This announcement will also be posted on the website of the Company at www.lmf noodle.com.