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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting for the year of 2011 (the “2011 AGM”) of Wealth Glory Holdings Limited (the “Company”) will be held at Lily Room, 3/F., Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Monday, 29 August 2011 at 12:00 noon for the following purposes:–

AS ORDINARY BUSINESS

- 1 To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Director(s)”) and the external auditors for the year ended 31 March 2011;
- 2 To approve the final dividend of HK1.5 cents per Share (as defined below):
- 3 To re-elect the following Directors:–
 - (a) Ms LEE Yau Lin, Jenny
 - (b) Mr WONG Wing Fat
 - (c) Mr HO Wai Hung
 - (d) Ms CHEUNG Kin, Jacqueline
 - (e) Ms MAK Yun Chu

and to authorize the board of Directors (the “Board”) to fix their remuneration.

- 4 To re-appoint Messrs. RSM Nelson Wheeler as the external auditor and to authorize the Board to fix their remuneration.

AS SPECIAL BUSINESS

5 To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

(a) **“THAT:**

- (I) subject to paragraph (III) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprises Market (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (“Director(s)”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company of HK\$0.01 each (the “Shares”) and to make or grant offers, agreements, options, warrants and other securities to subscribe for or convertible into Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (II) the approval in paragraph (I) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants and other securities to subscribe for or convertible into Shares which might require the exercise of such powers after the end of the Relevant Period;
- (III) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (I) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (ii) (provided that resolutions nos. 5(b) and (c) are passed) the nominal amount of any share capital of the Company repurchased

by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (I) of this resolution shall be limited accordingly; and

(IV) for the purpose of this Resolution:–

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:–

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the “Shareholder(s)”) in general meeting.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the Shareholders or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange).”

(b) **“THAT:**

- (I) subject to paragraph (II) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(II) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (I) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (I) of this resolution shall be limited accordingly; and

(III) for the purposes of this resolution:–

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:–

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

(c) “**THAT** subject to the ordinary resolutions nos. 5(a) and (b) above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 5(a) above be extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5(b).”

(d) “**THAT**, subject to and conditional upon the Stock Exchange granting approval of, and permission to deal in, the Shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the existing share option scheme of the Company adopted on 26 September 2010 (the “Share Option Scheme”) up to a new 10 percent limit (the “Refreshed Scheme Mandate Limit”) be approved provided that:

(I) the total number of Shares in the share capital of the Company which may be issued upon exercise of options to be granted under the Share Option Scheme after the date of the passing of this resolution, must not exceed 10 per cent of the number of Shares in the share capital of the Company in issue as at the date of passing this resolution;

- (II) options granted prior to the date of passing this resolution under the Share Option Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Options Scheme) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit; and
- (III) any director of the Company be authorized to such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

By order of the Board
Wealth Glory Holdings Limited
WONG Chun
Company Secretary

Hong Kong, 25 July 2011

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Business in Hong Kong:*
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Lucky Commercial Centre
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Hong Kong

Notes:

- (1) Any Shareholder entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder.
- (2) In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
- (3) Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.
- (4) According to the Articles, all proposed resolutions in general meetings of the Company shall be put to vote by way of poll.
- (5) The main and branch registers of members of the Company will be closed from 25 August 2011 to 29 August 2011 (both days inclusive). Shareholders should ensure that transfers are lodged with the Company’s branch share registrar in Hong Kong for registration no later than 4:00 p.m. on 24 August 2011 for determining your eligibility in attending the 2011 AGM.

- (6) The main and branch registers of members of the Company will be closed from 13 September 2011 to 15 September 2011 (both days inclusive). Shareholders should ensure that transfers are lodged with the Company's branch share registrar in Hong Kong for registration no later than 4:00 p.m. on 12 September 2011 for determining the Shareholders entitlements to the proposed final dividend.
- (7) The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version will prevail.

As at the date of this notice, 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 of the Company (the "Directors") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited 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.lmfnooodle.com.