
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Wealth Glory Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 document misleading.

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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)

- (1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
(3) REFRESHMENT OF EXISTING SCHEME MANDATE LIMIT;
(4) INCREASE IN AUTHORISED SHARE CAPITAL;
AND
(5) 2015 AGM NOTICE**

A notice convening the annual general meeting of the Company to be held at 17/F., No. 8 Wyndham Street, Central, Hong Kong on Friday, 7 August 2015 at 3:00 p.m. is set out on pages 22 to 26 of this circular. A form of proxy for use at the 2015 AGM is enclosed with this circular.

Whether or not you propose to attend the 2015 AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the office of the Company's branch share registrar, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time for holding the 2015 AGM or any adjournment thereof. Completion and delivery of the accompanying form of proxy will not preclude you from attending and voting in person at the 2015 AGM or any adjournment thereof if you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting, and on the website of the Company at www.wealthglory.com.

8 July 2015

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENT

	<i>Page</i>
LETTER FROM THE BOARD	1
BUSINESS AND RECOMMENDATION FOR THE 2015 AGM	3
APPENDIX	
I. Information on Directors Proposed for Re-election	9
II. Explanatory Statement on Share Repurchase Mandate.	12
III. Definitions	16
2015 AGM NOTICE	22
ACCOMPANYING DOCUMENT – Form of Proxy for the 2015 AGM	

LETTER FROM THE BOARD

WEALTH GLORY HOLDINGS LIMITED

富譽控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8269)

Directors:

Executive Directors

Mr. Wong Ka Wah, Albert

Mr. Hong Sze Lung

Non-Executive Directors:

Mr. Lau Wan Pui, Joseph

Mr. Law Chung Lam, Nelson

Mr. Kwong Yuk Lap

Independent Non-Executive Directors:

Mr. Tam Chak Chi

Mr. Chow Chi Fai

Mr. Leung Ka Tin

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of Business in

Hong Kong:

17/F., No. 8 Wyndham Street

Central, Hong Kong

8 July 2015

Dear Shareholders

- (1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
(3) REFRESHMENT OF EXISTING SCHEME MANDATE LIMIT;
(4) INCREASE IN AUTHORISED SHARE CAPITAL;
AND
(5) 2015 AGM NOTICE**

On behalf of the Board, we cordially invite you to attend the 2015 AGM to be held at 17/F., No. 8 Wyndham Street, Central, Hong Kong on Friday, 7 August 2015 at 3:00 p.m.

The 2015 AGM will deal with the ordinary business and the following special business:–

- (i) granting to the Directors the Issue Mandate;
- (ii) granting to the Directors the Share Repurchase Mandate;
- (iii) extending the Issue Mandate by adding to it the aggregate nominal amount of the Shares which may be repurchased under the Share Repurchase Mandate;
- (iv) refreshing the Existing Scheme Mandate Limit; and

LETTER FROM THE BOARD

- (v) increasing the authorised share capital of the Company.

Details are set out in the section of “Business and Recommendation for the 2015 AGM” and the Appendices.

Book closure period and Record Date

The register of members of the Company will be closed from Wednesday, 5 August 2015 to Friday, 7 August 2015 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the 2015 AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 4 August 2015. Only Shareholders registered as a member of the Company on the Record Date shall be entitled to vote at the 2015 AGM.

It is an important day for the Board to communicate with our Shareholders. If you are unable to attend the 2015 AGM, we sincerely invite you to appoint a proxy to attend and vote on your behalf.

Yours faithfully
For and on behalf of the Board
Wong Ka Wah, Albert
Chairman

BUSINESS AND RECOMMENDATION FOR THE 2015 AGM

RESOLUTION NUMBERED 1 – CONSIDERING AND ADOPTING FINANCIAL STATEMENTS

An ordinary resolution will be proposed at the 2015 AGM for the purpose of receiving, considering and adopting the audited consolidated financial statements and the reports of the Directors and the auditor for the year ended 31 March 2015.

RESOLUTION NUMBERED 2 – RE-ELECTION OF DIRECTORS

Pursuant to Article 84(1) of the Articles of Association, one-third of the Directors for the time being shall retire at the annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Hong Sze Lung, Mr. Lau Wan Pui, Joseph and Mr. Law Chung Lam, Nelson shall retire from office at the 2015 AGM and, being eligible, have offered themselves for re-election.

As nominated by the Nomination Committee, the Board recommended Mr. Hong Sze Lung, Mr. Lau Wan Pui, Joseph and Mr. Law Chung Lam, Nelson to stand for re-election. The proposed re-election of each of the above Directors will be considered by separate resolutions at the 2015 AGM. An ordinary resolution will also be proposed at the 2015 AGM for the purpose of authorizing the Board to fix the Directors' remuneration.

Details of information of the Directors who are proposed for re-election at the 2015 AGM are set out in Appendix I to this circular.

RESOLUTION NUMBERED 3 – RE-APPOINTMENT OF EXTERNAL AUDITOR

The Board endorsed the view of the Audit Committee and recommended that, subject to the Shareholders' approval at the 2015 AGM, Messrs Deloitte Touche Tohmatsu be re-appointed as the external auditor of the Company.

An ordinary resolution will be proposed at the 2015 AGM for the purpose of re-appointing Messrs Deloitte Touche Tohmatsu as the external auditor and authorizing the Board to fix the remuneration thereof.

RESOLUTION NUMBERED 4(A) – ISSUE MANDATE

The Company has an aggregate of 2,299,144,000 Shares in issue as at the Latest Practicable Date. The Existing Mandate will expire at the conclusion of the 2015 AGM.

As announced by the Company in its announcements dated 3 May 2013, 28 June 2013, 30 August 2013 and 6 September 2013 and the circular of the Company dated 29 June 2013, the Company has entered into the Bond Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed to place, on a best effort basis, to one or more Bond Placee(s) to subscribe for the Bonds up to an aggregate principal amount of HK\$80 million. The Bond Placing Warrants will be issued (for no additional payment) to the first registered holder(s) of the Bonds on the basis of 1,625,000 Bond Placing Warrants for every whole multiple of HK\$1,000,000 in the principal amount of the Bonds taken up. The Bond Placing Warrants are detachable from the Bonds. While the Bonds are non-transferable, the Bond Placing Warrants can be transferred individually and separately from the Bonds.

BUSINESS AND RECOMMENDATION FOR THE 2015 AGM

On 6 September 2013, all conditions of the Bond Placing were fulfilled and completion of the Bond Placing took place, whereby the Bonds in the principal amount of HK\$80 million and 130,000,000 Bond Placing Warrants were successfully placed and issued. The Bond Placing Warrants are transferable and each Bond Placing Warrant carries the right to subscribe for one ordinary share of the Company at HK\$0.24 per share at any time with maturity of 3 years from the date of issue. Further details of the Bond Placing are set out in the announcements of the Company dated 3 May 2013, 28 June 2013, 30 August 2013 and 6 September 2013 and circular of the Company dated 29 June 2013.

As disclosed in the announcement of the Company dated 22 May 2015, the Company proposes to raise not less than approximately HK\$201.2 million and not more than approximately HK\$242.0 million, before expenses by way of an open offer (the “Open Offer”) of not less than 1,149,572,000 Offer Shares and not more than 1,383,106,000 Offer Shares at the Subscription Price of HK\$0.175 per Offer Share on the basis of one (1) Offer Share for every two (2) existing Shares held on the Open Offer Record Date. On 22 May 2015, the Company entered into an Underwriting Agreement with Enhanced Securities Limited (the “Underwriter”), pursuant to which the Underwriter has conditionally agreed to underwrite the Offer Shares not subscribed by the Qualifying Shareholders. Details of the proposed Open Offer are set out in the announcement of the Company dated 22 May 2015.

As disclosed in the announcement of the Company dated 23 June 2015, the Company, entered into a conditional sale and purchase agreement (the “Purchase Agreement”) with various sellers (the “Sellers”) in relation to the proposed acquisition (the “Acquisition”) of 51% of the equity interest in a company (the “Target Company”) which through its subsidiaries owns and operates the online distribution platform, namely Letao, at an aggregate consideration of HK\$204,000,000, which shall be satisfied by allotment and issue of an aggregate of 816,000,000 new shares (the “Consideration Shares”) by the Company at an issue price of HK\$0.25 per Consideration Share. Pursuant to the terms and conditions of the Purchase Agreement, the Target Company shall issue and the Company shall subscribe for various tranches of convertible notes at various time intervals after the completion of the Acquisition (the “CN Subscription”). Details of the proposed Acquisition and the CN Subscription are set out in the announcement of the Company dated 23 June 2015.

An ordinary resolution will be proposed at the 2015 AGM for the purpose of renewing the Existing Mandate granted to the Directors to allot, issue and deal with the Shares (including options and other securities convertible into Shares). The Issue Mandate is subject to a limit equal to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution. As at the Latest Practicable Date, the Company has an aggregate of 2,299,144,000 Shares in issue. For illustration purpose only, assuming there is no change of the issued share capital of the Company as at the date of the 2015 AGM (and also assuming that no Bond Placing Warrant Shares have been allotted and issued on or before the 2015 AGM), subject to the passing of the proposed resolution to grant the Issue Mandate, the Board will be allowed to allot and issue up to a maximum of 459,828,800 new Shares. If all Bond Placing Warrants Shares, have been allotted and issued on or before the 2015 AGM, the issued share capital of the Company would be increased to 2,429,144,000 Shares and subject to the passing of the proposed resolution to grant the Issue Mandate, the Board will be allowed to allot and issue up to a maximum of 485,828,800 new Shares.

BUSINESS AND RECOMMENDATION FOR THE 2015 AGM

The Issue Mandate shall be effective until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) at the end of the period within which the Company is required by law or by the Articles of Association to hold the next annual general meeting; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

RESOLUTION NUMBERED 4(B) – SHARE REPURCHASE MANDATE

An ordinary resolution will be proposed at the 2015 AGM for the purpose of renewing the Existing Share Repurchase Mandate granted to the Directors to repurchase Shares. The Existing Share Repurchase Mandate will expire at the conclusion of the 2015 AGM. The Share Repurchase Mandate is subject to a limit equal to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution. Assuming there is no change in the issued number of Shares as at the date of the 2015 AGM, the maximum number of Shares which may be repurchased will be 229,914,400 Shares.

Under the GEM Listing Rules, the Company is required to give the Shareholders an explanatory statement containing all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to grant the Share Repurchase Mandate to the Directors. An explanatory statement on the Share Repurchase Mandate is set out in Appendix II to this circular.

The Share Repurchase Mandate shall be effective until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) at the end of the period within which the Company is required by law or by the Articles of Association to hold the next annual general meeting; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

RESOLUTION NUMBERED 4(C) – EXTENSION TO THE ISSUE MANDATE

Subject to the passing at the 2015 AGM of the proposed resolutions numbered 4(a) and 4(b) regarding the Issue Mandate and the Share Repurchase Mandate, an ordinary resolution will be proposed at the 2015 AGM for the purpose of approving the addition of the aggregate nominal amount of Shares which may be repurchased under the Share Repurchase Mandate to the Issue Mandate.

With reference to resolutions numbered 4(a) to 4(c), the Board wishes to state that, save for the possible issue of Consideration Shares and Offer Shares, it has no immediate plans to repurchase any Shares or to issue any new Shares, whether for cash or otherwise, pursuant to the relevant mandates.

BUSINESS AND RECOMMENDATION FOR THE 2015 AGM

RESOLUTION NUMBERED 5 – REFRESHMENT OF EXISTING SCHEME MANDATE LIMIT

The Share Option Scheme

The Company adopted the Share Option Scheme by way of written resolutions of the then Shareholders of the Company on 26 September 2010 whereby the Directors were authorised to grant Options to Eligible Participants. The purpose of the Share Option Scheme is to enable the Company to grant Options to Eligible Participants as incentives or rewards for their contributions to the Group, and to encourage Eligible Participants to perform their best in achieving goals of the Group.

The Existing Scheme Mandate Limit

Pursuant to the ordinary resolutions of the Shareholders passed at the annual general meeting of the Company held on 29 August 2011, the scheme mandate limit under the Share Option Scheme was refreshed, pursuant to which the Directors were allowed to grant further options under the Share Option Scheme and other share option schemes carrying the right to subscribe for a maximum of 66,240,000 Shares, being 10% of the issued share capital of the Company as at 29 August 2011 (the “2011 Scheme Mandate Limit”). On 17 February 2014, the Company has granted 39,000,000 Options under the Share Option Scheme pursuant to the 2011 Scheme Mandate Limit (representing approximately 58.88% of the aggregate number of Shares which may be allotted and issued under the 2011 Scheme Mandate Limit), all of which remained outstanding as at the Latest Practicable Date.

At the extraordinary general meeting of the Company held on 15 April 2014, the 2011 Scheme Mandate Limit was further refreshed, pursuant to which the Directors were allowed to grant further options under the Share Option Scheme and other share option schemes carrying the right to subscribe for a maximum of 134,914,400 Shares, being 10% of the issued share capital of the Company as at 15 April 2014 (the “2014 Scheme Mandate Limit”). On 15 April 2014, following the passing of the resolutions by the Shareholders at the extraordinary general meeting held on 15 April 2014, the grant of 98,000,000 Options under the Share Option Scheme pursuant to the 2014 Scheme Mandate Limit (representing approximately 72.64% of the 2014 Scheme Mandate Limit) became unconditional. On 14 July 2014, the Company also granted 36,900,000 Options (representing approximately 27.35% of the 2014 Scheme Mandate Limit) under the Share Option Scheme pursuant to the 2014 Scheme Mandate Limit. As at the Latest Practicable Date, the total number of 119,900,000 Options granted under the Share Option Scheme pursuant to the 2014 Scheme Mandate Limit remained outstanding.

Pursuant to the ordinary resolutions of the Shareholders passed at the annual general meeting of the Company held on 3 September 2014, the scheme mandate limit under the Share Option Scheme was refreshed, pursuant to which the Directors were allowed to grant further options under the Share Option Scheme and other share option schemes carrying the right to subscribe for a maximum of 158,614,400 Shares, being 10% of the issued share capital of the Company as at 3 September 2014 (the “Existing Scheme Mandate Limit”). On 13 October 2014, the Company has granted 158,168,000 Options under the Share Option Scheme pursuant to the Existing Scheme Mandate Limit (representing approximately 99.72% of the aggregate number of Shares which may be allotted and issued under the Existing Scheme Mandate Limit), all of which remained outstanding as at the Latest Practicable Date.

BUSINESS AND RECOMMENDATION FOR THE 2015 AGM

The refreshment of Existing Scheme Mandate Limit

As at the Latest Practicable Date, the total issued share capital of the Company is 2,299,144,000 Shares. Under the GEM Listing Rules and subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Existing Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the aforesaid Shareholders' approval. The Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised Options) will not be counted for the purpose of calculating the limit as "refreshed".

A total of 158,168,000 Options have been granted under the Share Option Scheme pursuant to the Existing Scheme Mandate Limit up to the Latest Practicable Date, representing approximately 99.72% of the aggregate number of Shares which may be allotted and issued under the Existing Scheme Mandate Limit. As such, the Board proposes to refresh the Existing Scheme Mandate Limit to the effect that the maximum number of Shares which may be issued upon the exercise of all the Options to be granted under the Existing Scheme Mandate Limit as refreshed will be 229,914,400 Shares (assuming no further issue or purchase of Shares prior to the 2015 AGM), representing 10% of the issued share capital of the Company as at the date of the approval of the proposed refreshment of Existing Scheme Mandate Limit by the Shareholders at the 2015 AGM, such that the Shares which may be issued upon the exercise of all the Options proposed to be granted to all grantees would not be exceeding 10% of the Shares in issue as at the date of the 2015 AGM.

From the date of adoption of the Share Option Scheme to the Latest Practicable Date, there are 337,068,000 Options remained outstanding, representing approximately 14.66% of issued share capital of the Company. The total number of Shares which may be issued upon exercise of the "refreshed" Existing Scheme Mandate Limit together with all outstanding Options as at the Latest Practicable Date is 566,982,400 Shares, representing approximately 24.66% of the total number of Shares in issue as at the date of 2015 AGM. No Options may be granted if this will result in the number of Shares which may be issued upon exercise of all Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceeds the 30% limit.

The refreshment of the Existing Scheme Mandate Limit will restore the full capacity for the grant of new Options which was effectively diminished with utilisation and the Directors consider that the proposed refreshment of Existing Scheme Mandate Limit will enable the Company to grant further Options to other Eligible Participants so as to provide opportunities and incentives to them to work towards enhancing the values of the Company and Shares for the benefit of the Company and Shareholders as a whole. The Board therefore decided to seek the approval of the Shareholders at the 2015 AGM to refresh the Existing Scheme Mandate Limit.

As at the Latest Practicable Date, the Company has no identifiable plan to utilize the "refreshed" Existing Scheme Mandate Limit to be approved at the 2015 AGM.

BUSINESS AND RECOMMENDATION FOR THE 2015 AGM

Conditions of the refreshment of Existing Scheme Mandate Limit

The refreshment of Existing Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution by Shareholders to approve the refreshment of Existing Scheme Mandate Limit at the 2015 AGM; and
- (ii) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the Shares in issue as at the date of passing the resolution of refreshment of Existing Scheme Mandate Limit at the 2015 AGM) which may fall to be issued upon the exercise of the Options to be granted under the Share Option Scheme and any other share option schemes of the Company.

Application will be made to the Stock Exchange for the listing of, and permission to deal in the Shares, representing 10% of the Shares in issue at the 2015 AGM, which may fall to be issued upon the exercise of the Options that may be granted under the refreshed Existing Scheme Mandate Limit.

RESOLUTION NUMBERED 6 – INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$40,000,000 divided into 4,000,000,000 Shares at HK\$0.01 each of which 2,299,144,000 Shares have been issued and allotted.

In order to facilitate the possible issuance of the Consideration Shares and to accommodate the issuance of the Offer Shares as well as to provide for future expansion in the share capital of the Company, the Directors propose that the authorised share capital of the Company be increased from HK\$40,000,000 divided into 4,000,000,000 Shares of HK\$0.01 each in the share capital of the Company to HK\$100,000,000 divided into 10,000,000,000 Shares by the creation of an additional 6,000,000,000 new Shares (the “Increase In Authorised Share Capital”).

The Increase In Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the 2015 AGM.

RECOMMENDATION

The Board is pleased to recommend Mr. Hong Sze Lung, Mr. Lau Wan Pui, Joseph and Mr. Law Chung Lam, Nelson to stand for re-election by the Shareholders as Directors. The Board also believes that the granting of the Issue Mandate, the Share Repurchase Mandate, the extension to the Issue Mandate, refreshment of the Existing Scheme Mandate Limit and the Increase In the Authorised Share Capital are in the best interests of the Company and the Shareholders as a whole, and accordingly recommends you to vote in favour of all the relevant resolutions to be proposed at the 2015 AGM.

Shareholders are referred to the 2015 AGM Notice as set out on pages 22 to 26 of this circular for details of the ordinary resolutions.

APPENDIX I INFORMATION ON DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the three Directors proposed to be re-elected at the 2015 AGM:–

1. Mr. Hong Sze Lung

Chief Executive Officer, Executive Director, Member of the Executive Committee and director of various subsidiaries of the Company

Mr. Hong Sze Lung (“Mr. Hong”), aged 43, was appointed as the Chief Executive Officer and an executive Director and a member of the Executive Committee on 18 October 2013. Mr. Hong holds directorship in a number of subsidiaries of the Company.

Mr. Hong has approximately 20 years working experience and extensive knowledge in the field of corporate finance and recovery, investments as well as corporate investor relations in Hong Kong and Mainland China. Mr. Hong had served at senior management level respectively at PricewaterhouseCoopers, a private equity investment Company as well as two companies the shares of which listed on the Main Board of the Stock Exchange, being Soundwill Holdings Limited (stock code: 878) and Silver Base Group Holdings Limited (stock code: 886). Currently, Mr. Hong is an independent non-executive director of Madex International (Holdings) Limited (stock code: 0231), the shares of which are listed on the Main Board of the Stock Exchange. He is also a certified public accountant of the Hong Kong Institute of Certified Public Accountants and fellow member of the Association of Chartered Certified Accountants and a chartered financial analyst of CFA Institute. In 1995, Mr. Hong obtained a Bachelor of Arts Honours Degree in Accountancy from the Hong Kong Polytechnic University.

As at the Latest Practicable Date, Mr. Hong has interests in 25,992,000 Shares, out of which there was 10,992,000 Shares beneficiary held by him and the remaining balance of 15,000,000 Shares are Options granted on 21 February 2014, within the meaning of Part XV of the SFO. Saved as disclosed above, he has not held any other directorships in listed public companies in the last three years and does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. Mr. Hong is appointed for a term of 3 years and is subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. He will receive a director’s remuneration as per a service contract with the Company for his role as an executive Director, subject to approval by the Shareholders in annual general meeting and annual review by the Board. In determining his director’s remuneration, the Board has taken into account the level of remuneration paid to executive directors of other listed companies, time and responsibilities committed and assumed by his in attending to the affairs of the Company and the recommendations given by the Remuneration Committee. Under Mr. Hong’s service agreement, he is entitled to an emolument of HK\$1,200,000 per annum, together with discretionary management bonus and such share options which may be granted under the share option scheme adopted by the Company to be determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities with the Company, the Company’s performance and prevailing market condition.

In relation to Mr. Hong’s re-election, saved as disclosed hereof, there is no information required to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there is no other matters which needs to be brought to the attention of the Shareholders.

APPENDIX I INFORMATION ON DIRECTORS PROPOSED FOR RE-ELECTION

2. **Mr. Lau Wan Pui, Joseph** *Non-Executive Director*

Mr. Lau Wan Pui, Joseph (“Mr. Lau”), aged 63, was appointed as a non-executive Director in September 2013. He has extensive experience in finance and planning, marketing and international business. He is currently chairman and co-founder of Rockhound Limited, a mineral professional firm. Previously, he had successfully developed and implemented new business expansion strategies for a number of listed public companies in Hong Kong under the position as a senior executive. He was an executive director and chief executive officer of WLS Holdings Limited (stock code: 8021), the shares of which are listed on the GEM of the Stock Exchange for the period from 2002 to 2004 and was executive director of Tse Sui Luen Jewellery (International) Limited (stock code: 0417), the shares of which are listed on the Main Board of the Stock Exchange for the period from 1997 to 1999 and Build King Holdings Limited (previously known as Seapower International Holdings Limited) (stock code: 0240), the shares of which are listed on the Main Board of the Stock Exchange for the period from 1995 to 1996 and was an independent non-executive director of Larry Jewelry International Company Limited (stock code: 8351), the shares of which are listed on the GEM of the Stock Exchange during 10 November 2012 to 1 June 2013, and acted as its non-executive director during 1 June 2013 to 3 December 2013. He has been a director of Dynasty Gaming Inc., a company listed on the Toronto Venture Exchange, since November 2006.

Mr. Lau obtained his Bachelor of Science degree in chemistry from Concordia University and his master of business administration degree from the University of Ottawa (Canada). He is currently a Dean’s Advisory Board Member of Telfer School of Management of the University of Ottawa and he was Advisory Board Member of the EMBA program under the Telfer School of Management of the University of Ottawa for the period from 1997 to 2003. He is also a member of the Chemical Institute of Canada and a member of the Canadian Institute of Mining Metallurgy and Petroleum.

As at the Latest Practicable Date, Mr. Lau has interests in 5,000,000 Shares, out of which there was 2,000,000 Shares beneficiary held by him and the remaining balance of the 3,000,000 Shares are Options granted on 21 February 2014, within the meaning of Part XV of the SFO. Saved as disclosed above, he has not held any other directorships in listed public companies in the last three years and does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. Mr. Lau is appointed for a term of 3 years and is subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. He will receive a director’s fee as per an appointment letter with the Company for his role as a non-executive Director, subject to approval by the Shareholders in annual general meeting and annual review by the Board. In determining his director’s fee, the Board has taken into account the level of remuneration paid to non-executive directors of other listed companies, time and responsibilities committed and assumed by his in attending to the affairs of the Company and the recommendations given by the Remuneration Committee. Under Mr. Lau’s appointment letter, he is entitled to an emolument of HK\$180,000 per annum.

In relation to Mr. Lau’s re-election, saved as disclosed hereof, there is no information required to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there is no other matters which needs to be brought to the attention of the Shareholders.

APPENDIX I INFORMATION ON DIRECTORS PROPOSED FOR RE-ELECTION

3. Mr. Law Chung Lam, Nelson

Non-executive Director and director of certain subsidiaries of the Company

Mr. Law Chung Lam, Nelson (“Mr. Law”), aged 52, was appointed as a non-executive Director in September 2013. He has over 10 years extensive experience in corporate banking sector. Mr. Law has served a senior management position in Chemical Bank (now Chase Morgan) during the 1980s. He was also working for by a subsidiary of the China State Construction Engineering Corp for 5 years at Philippines on project finance. Specialized in organization and method, he has devoted in corporate restructuring for several industries and that included garment production, IT, construction, agricultural and minerals trading. Mr. Law holds several directorships in certain subsidiaries of the Company.

As at the Latest Practicable Date, Mr. Law has interests in 2,000,000 Shares, all of which are Options granted on 21 February 2014, within the meaning of Part XV of the SFO. Saved as disclosed above, he has not held any other directorships in listed public companies in the last three years and does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. Mr. Law is appointed for a term of 3 years and is subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. He will receive a director’s fee as per an appointment letter with the Company for his role as a non-executive Director, subject to approval by the Shareholders in annual general meeting and annual review by the Board. In determining his director’s fee, the Board has taken into account the level of remuneration paid to non-executive directors of other listed companies, time and responsibilities committed and assumed by his in attending to the affairs of the Company and the recommendations given by the Remuneration Committee. Under Mr. Law’s appointment letter, he is entitled to an emolument of HK\$180,000 per annum.

In relation to Mr. Law’s re-election, saved as disclosed hereof, there is no information required to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there is no other matters which needs to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON SHARE REPURCHASE MANDATE

This appendix serves as an explanatory statement as required under Rule 13.08 of the GEM Listing Rules to provide you with the information necessary for your consideration of the Share Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions and obtaining prior shareholders' approval. The GEM Listing Rules, however, prohibit a company from knowingly purchasing securities on the Stock Exchange from a "connected person" (as defined in the GEM Listing Rules) and a connected person is prohibited from knowingly selling his securities to that company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,299,144,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the approval of the Share Repurchase Mandate, the Company will be allowed under the Share Repurchase Mandate to repurchase a maximum of 229,914,400 fully paid Shares (assuming no Offer Shares, Consideration Shares and Bond Placing Warrants Shares were allotted and issued on or before the 2015 AGM), or a maximum of 439,471,600 fully paid Shares (assuming all Offer Shares, Consideration Shares and Bond Placing Warrants Shares were allotted and issued on or before the 2015 AGM), representing not more than 10% of the issued share capital of the Company as at the date of the 2015 AGM.

3. REASONS FOR REPURCHASE

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase(s) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or its earnings per Share and will only be made when the Directors believe that such repurchase(s) will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASES

Pursuant to the Share Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available in accordance with the provisions of the Articles of Association for the time being in force and the laws of the Cayman Islands and Hong Kong for the purpose. It is envisaged that the funds required for any repurchase would be derived from those funds of the Company, legally permitted to be utilized in this connection, including capital paid up on the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium account or contributed surplus account of the Company.

APPENDIX II EXPLANATORY STATEMENT ON SHARE REPURCHASE MANDATE

On the basis of the audited consolidated financial position of the Company as at 31 March 2015 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might not be a material adverse impact on the working capital or gearing position of the Company in the event that the Share Repurchase Mandate is to be exercised in full during the proposed repurchase period. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest market prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months are as follows:–

	Price Per Shares <i>(Note)</i>	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
July	0.255	0.218
August	0.272	0.235
September	0.355	0.252
October	0.332	0.272
November	0.322	0.262
December	0.272	0.225
2015		
January	0.258	0.222
February	0.235	0.215
March	0.258	0.200
April	0.268	0.198
May	0.255	0.211
June	0.315	0.221
July (up to and including the Latest Practicable Date)	0.255	0.159

Note: Price per Share was adjusted by the effect of proposed Open Offer.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of Hong Kong and the Cayman Islands, and the Articles of Association.

APPENDIX II EXPLANATORY STATEMENT ON SHARE REPURCHASE MANDATE

7. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any close associates of the Directors, have a present intention, if the Share Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company under the Share Repurchase Mandate.

No other core connected persons (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, if the Share Repurchase Mandate is approved by Shareholders.

8. EFFECTS OF THE TAKEOVERS CODE

If, as a result of a repurchase of the Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for purposes of the Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, so far as is known to the Directors, the shareholding interests in the Company of the substantial Shareholders (within the meaning of the GEM Listing Rules and Section 336 of the SFO) are as follows:

Name of Substantial Shareholders	Capacity/Nature of interest	Long position/ short position	Number of Shares held	Approximate%	
Enhanced Securities Limited (the "Underwriter")	Underwriter of Open Offer	Long position	1,149,572,000	33.33%	(Note 1 and 2)
SBI China Capital Financial Services Limited (the "Sub-underwriter")	Sub-underwriter of Open Offer	Long position	285,714,000	8.28%	(Note 2 and 3)
Conrich Investments Limited ("Conrich")	Beneficial owner	Long position	175,208,000	5.08%	(Note 2 and 4)

Notes:

1. The Shares are the Offer Shares which the Underwriter is interested under the Underwriting Agreement on the assumption of no acceptance by the Qualifying Shareholders under the Open Offer.
2. The approximate percentages of interest in Shares as shown represented the number of Shares interested by the relevant Shareholders as at the Latest Practicable Date as enlarged by the relevant Offer Shares.
3. The Shares are the Offer Shares which the Sub-underwriter interested under the Open Offer. SBI China Capital Financial Services Limited is a company incorporated in Hong Kong with limited liability, the entire issued share capital of which is wholly owned by SBI China Capital Securities Limited, which is in turn wholly owned by SBI China Capital Holdings Limited. SBI China Capital Holdings Limited is owned by Probest Limited and Long Vehicle Capital Ltd. as 52% and 48% respectively. Probest Limited is wholly owned by Cao Guoqi and Long Vehicle Capital Ltd. is wholly owned by Zhang Xiongfeng.
4. Conrich is an investment holding company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is wholly and beneficially owned by Ms. Lee Yau Lin, Jenny, a former executive Director of the Company.

APPENDIX II EXPLANATORY STATEMENT ON SHARE REPURCHASE MANDATE

Assuming that there would not be any change in the issued share capital of the Company prior to the buy-back of Shares and that the above substantial Shareholders would not dispose of its Shares nor acquire additional Shares prior to any buy-back of Shares, if the Buy-back Mandate were exercised in full, the percentage shareholding of the above substantial Shareholders would be increased as follows:

Name	Approximate% after the exercise of Buy-back Mandate in full
The Underwriter	37.04%
The Sub-underwriter	9.21%
Conrich	5.64%

The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as would give rise to an obligation to make such mandatory offer or would result in the amount of Shares held by the public being reduced to under 25%. The Directors are not aware of any other consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Share Repurchase Mandate.

9. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2015 AGM”	the annual general meeting of the Company to be held at 17/F., No. 8 Wyndham Street, Central, Hong Kong on Friday, 7 August 2015 at 3:00 p.m.
“2015 AGM Notice”	the notice issued for convening the 2015 AGM, which is set out on pages 22 to 26 of this circular
“2011 Scheme Mandate Limit”	the scheme mandate limit under the Share Option Scheme refreshed by the Shareholders at the annual general meeting of the Company on 29 August 2011, which set out the maximum number of Options that may be granted by the Company to the Eligible Participants, being 10% of the issued share capital of the Company as at the date of such refreshment
“2014 Scheme Mandate Limit”	the scheme mandate limit under the Share Option Scheme refreshed by the Shareholders at the extraordinary general meeting of the Company on 15 April 2014, which set out the maximum number of Options that may be granted by the Company to the Eligible Participants, being 10% of the issued share capital of the Company as at the date of such refreshment
“Acquisition”	the acquisition by the Group from the Sellers of 51% equity interest in the Target Company pursuant to the Purchase Agreement
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Bonds”	the secured and guaranteed bonds up to an aggregate principal amount of HK\$80 million due on Maturity to be placed pursuant to the Bond Placing Agreement and to be created and issued by the Company
“Bond Placee(s)”	any professional, institutional and other investors selected and procured by or on behalf of the Placing Agent to subscribe for the Bonds pursuant to the Bond Placing Agreement
“Bond Placing”	the placing of the Bonds pursuant to the terms and conditions of the Bond Placing Agreement

“Bond Placing Agreement”	the conditional placing agreement dated 3 May 2013 and entered into between the Company and the Placing Agent in relation to the Bond Placing (as supplemented by the Supplemental Bond Placing Agreements)
“Bond Placing Warrant(s)”	the unlisted bonus warrant(s) (in registered form and by way of deed poll) (in the proportions of 1,625,000 Warrants for every whole multiple of HK\$1,000,000 principal amount of the Bonds taken up) to be issued by the Company to the first registered holder(s) of the Bonds proposed to confer rights entitling the holders thereof to subscribe for up to HK\$31.2 million in aggregate in cash at HK\$0.24 per Share (subject to the adjustment in accordance with the provisions of the Warrants) during the period from the date of issue of the Warrants to the date falling the third (3rd) anniversary of the issue of the Warrants
“Bond Placing Warrants Shares”	Shares to be issued upon the exercise of the subscription rights attaching to the Bond Placing Warrants
“business day”	a day on which licensed banks in Hong Kong are open for normal banking business throughout their normal business hours (excluding Saturday, Sunday or public holiday)
“Company”	Wealth Glory Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the GEM
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Purchase Agreement
“Consideration Shares”	the new Shares to be allotted and issued at the issue price of HK\$0.25 per consideration share to the Sellers pursuant to the Purchase Agreement, being 816,000,000 Shares
“controlling shareholder”	has the meaning ascribed to this term under the GEM Listing Rules
“Director(s)”	the director(s) of the Company

“Eligible Participant(s)”	any Directors (whether executive or non-executive and whether independent or not), any employee (whether full-time or part-time) of the Group, or consultants or advisors of the Group or any Invested Entity (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), or any provider of goods and/or services to the Group or any Invested Entity, or any customer of the Group or any Invested Entity, or any holder of securities issued by any member of the Group or any Invested Entity or any other person, who at the sole discretion of the Board, has contributed to the Group, are eligible for Options under the Share Option Scheme
“Existing Mandate”	a general and unconditional mandate granted to the Directors by the Shareholders at the extraordinary general meeting of the Company held on 19 November 2014 to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the then issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Existing Scheme Mandate Limit”	the existing scheme mandate limit under the Share Option Scheme refreshed by the Shareholders at the annual general meeting of the Company on 3 September 2014, which set out the maximum number of Options that may be granted by the Company to the Eligible Participants, being 10% of the issued share capital of the Company as at the date of such refreshment
“Existing Share Repurchase Mandate”	a general and unconditional mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 3 September 2014 to repurchase Shares not exceeding 10% of the aggregate nominal amount of the then issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Invested Entity”	any entity in which the Group holds an equity interest

“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the GEM Listing Rules
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the 2015 AGM to allot, issue and deal with Shares (including options and securities convertible into Shares) of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Issue Price”	HK\$0.25 per Consideration Share
“Latest Practicable Date”	6 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s), to whom the Directors, based on legal opinion(s) provided by the legal adviser(s) to the Company, consider it necessary or expedient not to offer the Open Offer on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Offer Share(s)”	Share(s) to be issued and allotted under the Open Offer, being not less than 1,149,572,000 Offer Shares and not more than 1,383,106,000 Offer Shares proposed to be offered to the Qualifying Shareholders pursuant to the Open Offer on the basis of one (1) Offer Share for every two (2) Shares held on the Open Offer Record Date
“Open Offer”	the proposed issue of one (1) Offer Share for every two (2) existing Shares in issue and held on the Open Offer Record Date at the Subscription Price on the terms and subject to the conditions set out in the Underwriting Agreement
“Open Offer Record Date”	Friday, 12 June 2015 or such other date as may be agreed between the Company and the Underwriter for determination of the entitlements under the Open Offer
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme

“Overseas Shareholders”	Shareholders with registered address (as shown on the register of members of the Company on the Open Offer Record Date) which are outside Hong Kong
“Purchase Agreement”	the conditional sale and purchase agreement dated 23 June 2015 and entered into between the Company and the Sellers in relation to the Acquisition
“Qualifying Shareholders”	Shareholders whose names appear on the register of members of the Company on the Open Offer Record Date, other than the Non-Qualifying Shareholders
“Record Date”	Friday, 7 August 2015
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong, as amended from time to time
“Sellers”	collectively, Mr. Lu Xianglong, Mr. Zhu Huaipai, Mr. Wu Ruibiao and Mr. Cheung Siu Yu, who are the beneficial owner of 13.0%, 12.5%, 20.5% and 5.0% owner of the aggregate 51% equity interest in the Target Company the Company proposed to acquire under the Purchase Agreement before Completion. Each of Sellers being an Independent Third Party
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	The share option scheme of the Company adopted by the Shareholders on 26 September 2010
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the 2015 AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the issue price of HK\$0.175 per Offer Share at which the Offer Shares are proposed to be offered for subscription

“Supplemental Bond Placing Agreements”	the supplemental agreements to the Bond Placing Agreement dated 28 June 2013 and 30 August 2013 respectively entered into between the Company and the Placing Agent to extend the long stop date of the Bond Placing Agreement to 31 August 2013 and 16 September 2013 respectively
“Takeovers Code”	The Code on Takeovers and Mergers published by the Securities and Future Commission of Hong Kong, as amended from time to time
“Target Company”	Perfect Worth Investment Limited, a company incorporated in the British Virgin Islands with limited liability
“Underwriting Agreement”	the underwriting agreement dated 22 May 2015 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Open Offer
“Underwriter”	Enhanced Securities Limited, a licensed corporation to carry on type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“%”	per cent.

[#] *The English translation of Chinese names or words in this circular, where indicated, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.*

THE 2015 AGM NOTICE

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 the annual general meeting for the year 2015 (the “2015 AGM”) of Wealth Glory Holdings Limited (“Company”) will be held at 17/F., No. 8 Wyndham Street, Central, Hong Kong on Friday, 7 August 2015 at 3:00 p.m. 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 external auditor (“Auditor”) for the year ended 31 March 2015.
2. (a) To re-elect:–
 - (i) Mr. Hong Sze Lung, as executive Director;
 - (ii) Mr. Lau Wan Pui, Joseph as non-executive Director;
 - (iii) Mr. Law Chung Lam, Nelson as non-executive Director; and
- (b) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorise the Board to fix their remuneration.

AS SPECIAL BUSINESS

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

4. (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 during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares of the Company (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;

THE 2015 AGM NOTICE

- (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% 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 no. 4(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% 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.

THE 2015 AGM NOTICE

“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% 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.”

THE 2015 AGM NOTICE

- (c) **“THAT** subject to the ordinary resolutions no. 4(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. 4(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% of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 4(b).”
5. **“THAT** subject to the Stock Exchange granting the listing of, and permission to deal in, the ordinary Shares of HK\$0.01 each in the capital of the Company to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below) and pursuant to the share option scheme of the Company adopted on 26 September 2010 (the “Share Option Scheme”), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Scheme Mandate Limit (as defined below) under the Share Option Scheme provided that (i) the total number of Shares which may be allotted and issued upon the exercise of the options to be granted under the Share Option Scheme and other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (the “Scheme Mandate Limit”); and (ii) the overall limit on the number of Shares which may be issued upon the exercise of all options to be granted and yet to be exercised under the Share Option Scheme and other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time and that the Directors be and are hereby authorised, at their absolute discretion, to grant options under the Share Option Scheme up to the Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options.”
6. **“THAT**
- (a) the authorised share capital of the Company be and is hereby increased from HK\$40,000,000 divided into 4,000,000,000 Shares of HK\$0.01 each in the share capital of the Company to HK\$100,000,000 divided into 10,000,000,000 Shares by the creation of an additional 6,000,000,000 new Shares (the “Increase in Authorised Share Capital”); and
- (b) any Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

By order of the Board
Wealth Glory Holdings Limited
Wong Ka Wah, Albert
Chairman

Hong Kong, 8 July 2015

THE 2015 AGM NOTICE

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Place of Business in

Hong Kong:
17/F., No. 8 Wyndham Street
Central, Hong Kong

Notes:

1. Any Shareholder entitled to attend and vote at the 2015 AGM shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder but must be present in person at the 2015 AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
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 A18/F., Asia Orient Tower, 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 2015 AGM 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 2015 AGM 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. In the case of joint holders of Shares, any one of such holders may vote at the 2015 AGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the 2015 AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
6. The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version will prevail.
7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 12:00 noon on the date of the 2015 AGM, the 2015 AGM will be postponed. The Company will post an announcement on the websites of the Company at www.wealthglory.com and the GEM at www.hkgem.com to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises eight Directors, including two executive Directors, namely Mr. Wong Ka Wah, Albert and Mr. Hong Sze Lung; three non-executive Directors namely, Mr. Lau Wan Pui, Joseph, Mr. Law Chung Lam, Nelson and Mr. Kwong Yuk Lap; and three independent non-executive Directors, namely Mr. Tam Chak Chi, Mr. Chow Chi Fai and Mr. Leung Ka Tin.