

WEALTH GLORY HOLDINGS LIMITED

富 譽 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8269

2015

First Quarterly Report

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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.

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This report, for which the directors of Wealth Glory Holdings Limited (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to Wealth Glory Holdings Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or in this report misleading.

The board of directors (the "Board") of Wealth Glory Holdings Limited (the "Company") is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months ended 30 June 2015 together with the unaudited comparative figures for the corresponding period in 2014 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 30 June 2015

		For the three months ended 30 June	
		2015 (Unaudited) HK\$'000	2014 (Unaudited) HK\$'000
	Notes		
Revenue	3	28,763	214,903
Cost of sales		(26,050)	(213,737)
Gross profit		2,713	1,166
Other income	3	128	172
Net fair value gain on financial assets at fair value through profit or loss		34,263	–
Share of profit of associates		534	–
Selling expenses		(275)	(240)
Administrative expenses		(9,884)	(6,073)
Other expenses		(4,186)	(9,095)
Finance costs	4	(877)	(6,260)
Profit (Loss) before income tax	5	22,416	(20,330)
Income tax (expense) credit	6	(5,654)	806
Profit (Loss) for the period		16,762	(19,524)
Other comprehensive income:			
Items that may be subsequently reclassified to profit or loss:			
– Exchange differences arising on translation of foreign operations		75	–
Total comprehensive income for the period		16,837	(19,524)

		For the three months ended 30 June	
		2015	2014
		(Unaudited)	(Unaudited)
<i>Notes</i>		HK\$'000	<i>HK\$'000</i>
Profit (Loss) for the period attributable to:			
Owners of the Company		16,704	(19,510)
Non-controlling interests		58	(14)
		<hr/>	<hr/>
		16,762	(19,524)
		<hr/> <hr/>	<hr/> <hr/>
Total comprehensive income for the period attributable to:			
Owners of the Company		16,779	(19,510)
Non-controlling interests		58	(14)
		<hr/>	<hr/>
		16,837	(19,524)
		<hr/> <hr/>	<hr/> <hr/>
		HK cents	HK cents
Earnings (Loss) per share	7		
– Basic		0.74	(1.45)
		<hr/>	<hr/>
– Diluted		0.74	(1.45)
		<hr/> <hr/>	<hr/> <hr/>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2015

	Attributable to owners of the Company										
	Share capital	Share premium	Warrants reserve	Merger reserve	Translation reserve	Share-based payment reserve	Legal reserve	(Accumulated loss)	Total	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2015 (Audited)	21,371	381,564	3,527	(4,246)	(634)	31,073	485	(332,190)	100,950	(188)	100,762
Exchange differences arising on translation of foreign operations	-	-	-	-	75	-	-	-	75	-	75
Profit for the period	-	-	-	-	-	-	-	16,704	16,704	58	16,762
Total comprehensive income for the period	-	-	-	-	75	-	-	16,704	16,779	58	16,837
Issue of shares upon placing	1,620	32,400	-	-	-	-	-	-	34,020	-	34,020
Transaction costs attributable to issue of shares	-	(746)	-	-	-	-	-	-	(746)	-	(746)
Change in shareholdings of non-controlling interests	-	-	-	-	-	-	-	-	-	(27)	(27)
Changes in equity for period	1,620	31,654	-	-	75	-	-	16,704	50,053	31	50,084
At 30 June 2015 (Unaudited)	22,991	413,218	3,527	(4,246)	(559)	31,073	485	(315,486)	151,003	(157)	150,846
At 1 April 2014 (Audited)	13,491	168,514	6,039	(4,246)	(556)	17,313	485	(132,197)	68,843	220	69,063
Loss for the period	-	-	-	-	-	-	-	(19,510)	(19,510)	(14)	(19,524)
Changes in equity for the period	-	-	-	-	-	-	-	(19,510)	(19,510)	(14)	(19,524)
At 30 June 2014 (Unaudited)	13,491	168,514	6,039	(4,246)	(556)	17,313	485	(151,707)	49,333	206	49,539

NOTES TO THE UNAUDITED CONSOLIDATED RESULTS FOR THE THREE MONTHS ENDED 30 JUNE 2015

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business in Hong Kong is 17/F., No. 8 Wyndham Street, Central, Hong Kong. The Company's shares were listed on GEM of the Stock Exchange.

The Company is an investment holding company. During the period, the Group was involved in the following principal activities:

- (i) trading of natural resources and commodities;
- (ii) money lending and secured financing business;
- (iii) investment in coal trading business; and
- (iv) manufacture and sale of fresh and dried noodles.

2. BASIS OF PRESENTATION AND PREPARATION

The unaudited consolidated results for the three months ended 30 June 2015 have been prepared in accordance with Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the GEM Listing Rules. The unaudited consolidated results should be read in conjunction with the annual financial statements for the year ended 31 March 2015, which have been prepared in accordance with HKFRSs.

The accounting policies and methods of computation used in the preparation of the unaudited consolidated results are consistent with those used in the audited financial statements included in the annual report of the Company for the year ended 31 March 2015, except for the adoption of the new and revised HKFRSs, which are effective for accounting periods beginning on or after 1 April 2015. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and the amounts reported for the current and prior periods.

The Group has not applied the new and revised HKFRSs, which have been issued but are not yet effective. The Group is in the process of making an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

3. REVENUE AND OTHER INCOME

	Three months ended 30 June	
	2015 (Unaudited) HK\$'000	2014 (Unaudited) HK\$'000
Revenue		
Trading of natural resources and commodities	–	–
Sale of packaged food	23,698	211,210
Fee and interest income from money lending	3,692	3,693
	1,373	–
	<hr/>	<hr/>
	28,763	214,903
	<hr/> <hr/>	<hr/> <hr/>
Other income		
Interest income from loan to an associate	126	126
Other interest income	–	30
Sundry	2	16
	<hr/>	<hr/>
	128	172
	<hr/> <hr/>	<hr/> <hr/>

4. FINANCE COSTS

	Three months ended 30 June	
	2015 (Unaudited) HK\$'000	2014 (Unaudited) HK\$'000
Interests on other borrowings wholly repayable more than one year but less than two years	593	–
Effective interests on promissory notes	38	1,043
Effective interests on bonds	246	5,217
	<hr/>	<hr/>
	877	6,260
	<hr/> <hr/>	<hr/> <hr/>

According to the current applicable laws of the Macau Special Administrative Region, Macau Complementary Tax is calculated at a progressive rate from 9% to 12% (2014: 9% to 12%) on the estimated assessable profits for the year with the first two hundred thousand patacas assessable profits being free from tax. However, Greenfortune (Macao Commercial Offshore) Limited ("Greenfortune"), wholly-owned subsidiary of the Company, operating in Macau during the year is in compliance with the Decree-Law No. 58/99/M of Macau Special Administrative Region, and thus, the profits generated by the subsidiary is exempted from the Macau Complementary Tax. No provision for profits tax in Macau has been made for both periods as the Group did not generate any assessable profits arising in Macau.

7. EARNINGS (LOSS) PER SHARE

(a) *Basic earnings (loss) per share*

The calculations of basic earnings per share for the three months ended 30 June 2015 were based on the unaudited consolidated profit of HK\$16,704,000 (2014: loss of HK\$19,510,000) attributable to the owners of the Company for the three months ended 30 June 2015 and the weighted average number of 2,258,199,000 shares in issue (weighted average number of shares in issue for the three months ended 30 June 2014: 1,349,144,000 shares).

(b) *Diluted earnings (loss) per share*

The calculation of diluted earnings per share for the three months ended 30 June 2015 is based on the unaudited consolidated profit attributable to the owners of the Company of HK\$16,704,000 and the weighted average number of 2,264,959,000 shares in issue for the three months ended 30 June 2015, calculated as follows:

	Number of shares '000
Weighted average number of shares for the purpose of basic earnings per share	2,258,199
Effect of exercise of warrants	5,200
Effect of exercise of share options	1,560
	<hr/>
Weighted average number of shares for the purpose of diluted earnings per share	2,264,959
	<hr/> <hr/>

The computation of diluted loss per share for the three months ended 30 June 2014 does not assume the exercise of the Company's share options and warrants as they would reduce loss per share.

8. EVENTS AFTER THE REPORTING PERIOD

- (a) On 22 May 2015, the Company entered into an underwriting agreement (the "Original Underwriting Agreement") (as supplemented on 12 June 2015) with Enhanced Securities Limited as underwriter (the "Original Underwriter") in respect of an open offer (the "Original Open Offer") of not less than 1,149,572,000 offer shares and not more than 1,383,106,000 offer shares (the "Original Offer Shares") at the subscription price of HK\$0.175 per offer share on the basis of one offer share for every two existing shares held on 12 June 2015. As a consequence of the volatility in the local securities market in early July 2015, the Original Underwriting Agreement was terminated on 17 July 2015. On the same date, the Company entered into a new underwriting agreement (the "New Underwriting Agreement") with Orient Securities Limited as underwriter in respect of a new open offer (the "New 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\$0.12 per offer share on the basis of one offer share for every two existing shares held on 11 August 2015. The New Open Offer has not yet completed at the date of this report.
- (b) On 1 August 2014, the Company and Southernpec Storage and Logistics Holdings Limited as vendor (the "Vendor") entered into a memorandum of understanding (the "MOU") (as supplemented on 9 October 2014, 30 January 2015 and 30 April 2015) to the possible acquisition (the "Acquisition") of the entire equity interest in Southernpec Singapore Storage and Logistics Limited. The Company has been granted an exclusivity period by the Vendor for the negotiation of the Acquisition from the date of the MOU to 31 July 2015. Up to 31 July 2015, the Company and the Vendor were unable to reach an agreement or execute any formal legal documents for the Acquisition and accordingly the MOU has expired and lapsed.
- (c) On 1 August 2014, the Company entered into an arranger agreement (the "Arranger Agreement") dated 1 August 2014 with Capital Pilot Limited as arranger (the "Arranger") in relation to the provision of certain services by the Arranger to the Company in connection with the Acquisition. Following the lapse of the MOU and after arm's length negotiations, the Company and the Arranger have agreed to terminate the Arranger Agreement with effect from 31 July 2015.

9. RELATED PARTY TRANSACTION

The Group has provided financial assistance amounted to HK\$320,000 at date of inception of the financial assistance to Mr. Law Chung Lam, Nelson, a non-executive director of the Company and directors of certain subsidiaries of the Group. The transaction was a continuing connected transaction (as defined in the GEM Listing Rules) which was exempted from reporting, announcement and independent shareholders' approval requirements under the GEM Listing Rules. The financial assistance was repayable by instalment. The outstanding balance of the financial assistance amounted to HK\$286,000 as at 30 June 2015 (2014: Nil).

10. APPROVAL OF UNAUDITED CONSOLIDATED RESULTS

The unaudited consolidated results of the Group for the three months ended 30 June 2015 were approved by the Board on 14 August 2015.

11. DIVIDEND

The Directors do not recommend the payment of any dividend in respect of the three months ended 30 June 2015 (2014: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

For the first quarter ended 30 June 2015, the Group's consolidated revenue dropped from HK\$214.9 million in the same period in previous year to HK\$28.8 million this year. The significant drop was due to the decline in the trading of natural resources and commodities which only contributed HK\$23.7 million of the revenue in this quarter as compared to HK\$211.2 million as recorded in the same period last year. Despite the drop in the Group's consolidated revenue during the period, the Group achieved an overall gross profit of HK\$2.7 million in the first quarter ended 30 June 2015 (2014: HK\$1.2 million) indicating an improvement of 133% over the corresponding period in previous year. The growth was mainly attributable to the contribution from the money lending business which has commenced operation in late 2014.

During the period under review, the Group has invested in certain listed securities in Hong Kong and recorded a net fair value gain on financial assets at fair value through profit or loss of HK\$34.3 million (2014: Nil) which included realized and unrealized fair value gain of HK\$10.4 million and HK\$23.9 million respectively.

Administrative expenses and other expenses (the "Operating Expenses") incurred for the period amounted to HK\$14.1 million (2014: HK\$15.2 million). Excluding the major non-cash item in relation to amortization of other intangible assets of HK\$0.5 million (2014: HK\$4.9 million) in current period, Operating Expenses would have amounted to HK\$13.6 million as compared to HK\$10.3 million in the same period in prior year. The increase was primarily due to the increase in corporate marketing fee for road shows and business relationship building etc.

The Group incurred finance costs amounted to HK\$0.9 million for the three months ended 30 June 2015 representing a reduction of approximately 85.7% from that in the corresponding period in 2014 of HK\$6.3 million. The finance costs saving was a consequence of redemptions of bonds and promissory notes bearing high interest rates by the Group since September 2014.

During the period under review, the Group recorded a profit of HK\$16.8 million, a turnaround from a loss as recorded in the corresponding period in the previous year of HK\$19.5 million. Such profit was mainly due to the fair value gain on financial assets at fair value through profit or loss.

BUSINESS REVIEW AND PROSPECT

During the period under review, the Group's business was organized in three segments namely (i) Natural Resources and Commodities Segment; (ii) Packaged Food Segment; and (iii) Money Lending Segment.

Natural Resources and Commodities Segment

During the three months ended 30 June 2015, the aggregate revenue generated from the trading of natural resources and commodities amounted to approximately HK\$23.7 million (2014: HK\$211.2 million) with a segment loss of approximately HK\$0.5 million (2014: HK\$0.4 million).

(a) *Coal Trading Business*

The Group's coal trading business was operated by an associate, Goldenbase Limited (together with its subsidiaries, the "Goldenbase Group"). The Goldenbase Group has set up a new wholly-foreign owned enterprise (the "WFOE") in Qinghai Province, the PRC in carrying out coal trading business in the PRC since August 2014. During the period under review, the revenue generated from trading of coal products carried out by the WFOE amounted to approximately HK\$93.6 million (2014: Nil). The Group was advised by the management of the Goldenbase Group that an aggregate of approximately 256,000 tonnes of coal was traded in the three months ended 30 June 2015.

The Goldenbase Group recorded a profit of HK\$1.6 million for the three months ended 30 June 2015 as compared to a nearly break-even result in the corresponding period in 2014.

(b) *Iron Ore Trading Business*

The Group's iron ore trading business was significantly affected by the persistent weak market conditions. The sustained oversupply of iron ore in the global market continued to create a pressure on the rebound of the global iron ore price which remained at its low price region of US\$45 to US\$55. The Group was yet to resume its iron ore trading during the period under such market conditions. Currently, it was in the course of reviewing the local iron ore industry in which the Group's suppliers located in order to assess the future iron ore productions and the possibility of resuming the iron ore supplies by the Group's iron ore suppliers. The Group also uses its best endeavor in locating other sources of supplies of iron ore at a lower costs in order to resume the iron ore trading if possible.

(c) *Other Natural Resources and Commodities Trading Business*

During the period under review, the Group continued engaging in the trading of crude palm oil via its wholly-owned subsidiary, Grand Charm Commodities Limited ("Grand Charm") and recorded a turnover of HK\$23.7 million (2014: HK\$211.2 million). In the past, Grand Charm has signed master trading agreements with both suppliers and customers. Such master trading agreements were expired in July 2014. Despite of the expiry of the master trading agreement, the Group continued carrying out the trading in crude palm oil in the form of trade-by-trade basis which led to a decline in trading volume since then. Nevertheless, the reduction in trading volume did not have a significant impact to the Group's overall profit or loss for the reporting period.

Packaged Food Segment

The revenue generated from the Packaged Food Segment remained steady during the period under review in which HK\$3.7 million was recorded with a similar revenue amount of \$3.7 million in the same period last year. A segment loss of HK\$0.3 million (2014: HK\$0.6 million) was recorded.

Money Lending Segment

The Group's money lending business is carried out by a subsidiary of the Company, Angel Fund Company Limited, which commenced its business in October 2014 and mainly engaged in provision of mortgage financing to various customers. As at 30 June 2015, the Group has a loan portfolio of approximately HK\$21.9 million (2014: Nil). During the period under review, it generated a revenue of HK\$1.4 million (2014: Nil), representing the fee and interest income generated from the money lending, and started to contribute positively with a profit of HK\$0.1 million (2014: Nil).

Other Businesses and Business Activities

(a) *Vehicle Distribution*

The vehicles distribution business is still in the preparatory stage and pending for the vehicle-maker to launch the new model of sports car. The timeline of launch of such new model is moving behind schedule and thus no immediate revenue is expected to be generated in the short term.

(b) *Restaurant Operation*

The Group's restaurant operation was carried out by an associate which will engage in the operation of a stylish restaurant under the brand of "FOVEA" providing fine dining and entertainment. The restaurant is situated in a new building at Lan Kwai Fong, the heart of Central in Hong Kong. As at the date of this report, the restaurant's renovation work has substantially been completed and a soft opening was scheduled to take place at the date of this report. The management of the associate expected that the restaurant will commence business shortly.

(c) *Investments in Listed Securities*

During the period under review, the Group has undergone certain investments in listed securities. The new business activities has contributed positively to the results of the period. The Group will continue in identifying quality investments with the expertise possessed by the management of the Company in the field of capital market. The Group is of the view that undergoing such new business activities will be in the interest of the Company and its shareholders as a whole.

POTENTIAL BUSINESS

On 23 June 2015, the Group entered into a conditional sale and purchase agreement to acquire 51% of the equity interest in a company which through its subsidiaries owns and operates the online distribution platform, namely Letao. Letao is a well-established nationwide e-commerce platform for footwear. It underwent transformation and acquisition recently, and will carry out marketing with its new position. Letao plans to upgrade its upstream and downstream industrial chains by adopting the online to offline (O2O) business model as its core business, and will insist on development of online sale platform for footwear, combining production and sales into one whole, enhancing technological innovation and product innovation as well as maintaining and enhancing its lasting competitiveness. Meanwhile, Letao intends to provide footwear franchisers with one-stop services, which include interactive price quote information enquiry service, online ordering, movable specialty stores and logistic support. The aggregate consideration for the 51% equity interest is HK\$204 million which will be satisfied by the Company by way of allotment and issuance of an aggregate of 816 million new shares of the Company at HK\$0.25 per share. The acquisition, if realized, represents a milestone of the Group in entering into the e-Commerce sector with high growth potentials. As at the date of this report, the Group is still in the course of performing certain due diligence works including but not limited to the in-depth valuation of the business.

MATERIAL TRANSACTIONS

- (a) On 13 April 2015, the Company entered into a placing agreement (the "Placing Agreement") with CNI Securities Group Limited ("CNI Securities") pursuant to which CNI Securities agreed to place (the "Placing"), on a best effort basis, up to an aggregate of 162,000,000 new shares at the placing price of HK\$0.21 per share on behalf of the Company to not less than six placees who and whose ultimate beneficial owners are independent third parties. The closing price per share as quoted on the Stock Exchange on the date of the Placing Agreement was HK\$0.24. It was intended that the net proceeds from the Placing of approximately HK\$33.3 million would be used for the general working capital of the Company and settlement of certain liabilities of the Company. Completion of the Placing took place on 24 April 2015.

The Company has utilized the net proceeds from the Placing for payment of (i)

redemption of promissory notes of aggregate principal amount and interest thereon of HK\$3.3 million, (ii) the legal and professional fees of the possible acquisition of Southernpec of an aggregate amount of HK\$0.6 million, (iii) loan to a related company of HK\$5 million, (iv) working capital for general expenses, trading activities and other business activities of HK\$6.6 million, and (v) the remaining balance is to be used as general working capital.

- (b) On 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 the Original Open Offer. It was intended that the net proceeds from the Original Open Offer of approximately HK\$192.9 million would be used for (i) the development of existing and future business of the Group; (ii) settlement of certain liabilities of the Company; and (iii) general working capital of the Company. On the same date, the Company entered into the Original Underwriting Agreement with the Original Underwriter pursuant to which the Original Underwriter has conditionally agreed to underwrite the Original Offer Shares not subscribed by the qualifying shareholders. As a consequence of the volatility in the local securities market in early July 2015, the Original Underwriting Agreement was terminated on 17 July 2015.
- (c) On 23 June 2015, the Company also entered into a conditional sale and purchase agreement (the "Purchase Agreement") with Mr. Lu Xianglong, Mr. Zhu Huaipei, Mr. Wu Ruibiao and Mr. Cheung Siu Yu as vendors in relation to the proposed acquisition (the "Perfect Worth Acquisition") of 51% of the equity interest in a Perfect Worth Investment Limited (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 Perfect Worth Acquisition (the "CN Subscription"). For details of the proposed Perfect Worth Acquisition and the CN Subscription, please refer to the announcement of the Company dated 23 June 2015.

SUBSEQUENT EVENTS

- (a) On 22 May 2015, the Company entered into an underwriting agreement (the “Original Underwriting Agreement”) (as supplemented on 12 June 2015) with Enhanced Securities Limited as underwriter (the “Original Underwriter”) in respect of an open offer (the “Original Open Offer”) of not less than 1,149,572,000 offer shares and not more than 1,383,106,000 offer shares (the “Original Offer Shares”) at the subscription price of HK\$0.175 per offer share on the basis of one offer share for every two existing shares held on 12 June 2015. As a consequence of the volatility in the local securities market in early July 2015, the Original Underwriting Agreement was terminated on 17 July 2015. On the same date, the Company entered into a new underwriting agreement (the “New Underwriting Agreement”) with Orient Securities Limited as underwriter in respect of a new open offer (the “New 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\$0.12 per offer share on the basis of one offer share for every two existing shares held on 11 August 2015. The New Open Offer has not yet completed at the date of this report.
- (b) On 1 August 2014, the Company and Southernpec Storage and Logistics Holdings Limited as vendor (the “Vendor”) entered into a memorandum of understanding (the “MOU”) (as supplemented on 9 October 2014, 30 January 2015 and 30 April 2015) to the possible acquisition (the “Acquisition”) of the entire equity interest in Southernpec Singapore Storage and Logistics Limited. The Company has been granted an exclusivity period by the Vendor for the negotiation of the Acquisition from the date of the MOU to 31 July 2015. Up to 31 July 2015, the Company and the Vendor were unable to reach an agreement or execute any formal legal documents for the Acquisition and accordingly the MOU has expired and lapsed.
- (c) On 1 August 2014, the Company entered into an arranger agreement (the “Arranger Agreement”) dated 1 August 2014 with Capital Pilot Limited as arranger (the “Arranger”) in relation to the provision of certain services by the Arranger to the Company in connection with the Acquisition. Following the lapse of the MOU and after arm’s length negotiations, the Company and the Arranger have agreed to terminate the Arranger Agreement with effect from 31 July 2015.

OUTLOOK

Looking forward, the challenging business environment confronting the Group’s existing business is expected to continue in the coming year. To tackle such situation, the Group has been striving to seek suitable investment opportunities to diversify its business portfolio. The Directors will continue to utilize their business connections to explore new opportunities. The entering into of the conditional sale and purchase agreement by the Group to effectively acquire 51% of the equity interest in the online distribution platform, namely Letao, is one of such new opportunities. The proposed acquisition of Letao, if materialized, enables the Group in entering into the e-Commercial sector with high growth potential.

Meanwhile, the proposed new open offer, which is on-going at the date of this report, if succeeded, will strengthen the Group's capital base and provide sufficient surplus capital to support its future development or growth opportunities and eventually brings benefit to the Group and the shareholders as a whole.

SHARE OPTION SCHEME

Pursuant to the share option scheme adopted by the Company on 26 September 2010 (the "Share Option Scheme"), certain Directors and participants were granted share options to subscribe for the Company's shares, details of share options outstanding and exercisable during the three months ended 30 June 2015 are set out below:

Names	Capacity	Date of grant	Exercise period (note)	Exercise price per share HK\$	Number of
					Options as at 1 April 2015 and 30 June 2015
Directors:					
Mr. Wong Ka Wah, Albert	Director	21 February 2014	21 February 2014 to 20 February 2019	0.26	15,000,000
Mr. Hong Sze Lung	Director	21 February 2014	21 February 2014 to 20 February 2019	0.26	15,000,000
Mr. Lau Wan Pui, Joseph	Director	21 February 2014	21 February 2014 to 20 February 2019	0.26	3,000,000
Mr. Law Chung Lam, Nelson	Director	21 February 2014	21 February 2014 to 20 February 2019	0.26	2,000,000
Mr. Kwong Yuk Lap	Director	21 February 2014	21 February 2014 to 20 February 2019	0.26	2,000,000
		13 October 2014	13 October 2014 to 12 October 2016	0.37	2,000,000
Mr. Chow Chi Fai	Director	21 February 2014	21 February 2014 to 20 February 2019	0.26	1,000,000
Mr. Leung Ka Tin	Director	13 October 2014	13 October 2014 to 12 October 2016	0.37	1,000,000
					41,000,000
Other employees:					
		11 July 2011	11 July 2011 to 10 July 2016	0.355	6,000,000
		21 February 2014	21 February 2014 to 20 February 2019	0.26	10,000,000
		13 October 2014	13 October 2014 to 12 October 2016	0.37	5,000,000
					21,000,000

Names	Capacity	Date of grant	Exercise period (note)	Exercise price per share HK\$	Number of
					Options as at 1 April 2015 and 30 June 2015
Other grantees:					
		11 July 2011	11 July 2011 to 10 July 2016	0.355	14,000,000
		17 February 2014	17 February 2014 to 16 February 2019	0.24	39,000,000
		21 February 2014	21 February 2014 to 20 February 2019	0.26	35,000,000
		14 July 2014	14 July 2014 to 13 July 2016	0.27	36,900,000
		13 October 2014	13 October 2014 to 12 October 2016	0.37	150,168,000
					275,068,000
					337,068,000

Note: These share options are vested immediately upon the grant date.

The options granted to the Directors are registered under the names of the Directors whom are also the beneficial owners.

Save as disclosed above, there were no other options granted, exercised, cancelled or lapsed during the three months ended 30 June 2015.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND SHARE OPTIONS

As at 30 June 2015, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO") which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were deemed or taken to have under such provisions of the SFO), or which were required to be kept by the Company under Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Name of Directors	Number of Shares held	Number of Share Options held	Total interests	Approximate percentage of interest in Shares
Mr. Wong Ka Wah, Albert	–	15,000,000	15,000,000	0.65%
Mr. Hong Sze Lung	10,992,000	15,000,000	25,992,000	1.13%
Mr. Lau Wan Pui, Joseph	2,000,000	3,000,000	5,000,000	0.22%
Mr. Law Chung Lam, Nelson	–	2,000,000	2,000,000	0.09%
Mr. Kwong Yuk Lap	–	4,000,000	4,000,000	0.17%
Mr. Chow Chi Fai	–	1,000,000	1,000,000	0.04%
Mr. Leung Ka Tin	–	1,000,000	1,000,000	0.04%

Save as disclosed above, as at 30 June 2015, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were deemed or taken to have under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company under Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosures on the share options granted to the Directors in the section headed "Directors' and Chief Executive's Interests in Shares and Share Options" above, at no time during the three months ended 30 June 2015 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective associates, or were any such rights exercised by them; or was the Company or any of its subsidiaries, or its holding company, or any of its fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 30 June 2015, so far as was known to the Directors, the interests and short positions of the persons (other than the interests and short positions of the Directors or chief executive of the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company are set out below:

Name of Shareholders	Capacity of interests	Number of Shares in interest	Approximate percentage of interest in Shares
Conrich Investment Limited (<i>Note 1</i>)	Beneficial owner	175,208,000	7.62%
Ms. Lee Yau Lin, Jenny (<i>Note 2</i>)	Interest in controlled corporation/Beneficial owner	179,208,000	7.79%
Wealthy Reflex Limited (<i>Note 3</i>)	Beneficial owner	130,000,000	5.65%
Adamas Asset Management (HK) Limited (<i>Note 4</i>)	Investment manager	130,000,000	5.65%
Mr. Wu Ruibiao (<i>Note 5</i>)	Beneficial owner	328,000,000	7.69%

Notes:

1. Conrich Investment Limited 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 Director of the Company. These shares in interests are duplicated in the interests held by Ms. Lee Yau Lin, Jenny.
2. Ms. Lee Yau Lin, Jenny is the beneficial owner of 100% of the issued share capital of Conrich Investment Limited. Ms. Lee Yau Lin, Jenny is deemed to be interested in, and duplicated the interests of, the 191,472,000 shares held by Conrich Investment Limited under Section 316(2) the SFO. The remaining interests in 4,000,000 shares of the Company are share options granted by the Company to Ms. Lee Yau Lin, Jenny on 11 July 2011.
3. Wealthy Reflex Limited, a limited company incorporated in the British Virgin Islands, and is a special purpose vehicle wholly-owned by Greater China Credit Fund LP, a discretionary fund, the investment advisor of which is Adamas Asset Management (HK) Limited and the manager of which is Adamas Global Alternative Investment Management Inc. These shares in interests are warrants issued by the Company pursuant to a placing agreement dated 3 May 2013 entered into between the Company and a purpose vehicle wholly-owned by Greater China Credit Fund LP, a discretionary fund, the investment advisor of which is Adamas Asset Management (HK) Limited and the manager of which is Adamas Global Alternative Investment Management Inc. These shares in interests are warrants issued by the Company pursuant to a placing agreement dated 3 May 2013 entered into between the Company and a placing agent in relation to the placing of bonds of HK\$80 million.

4. Adamas Asset Management (HK) Limited is the investment advisor of Wealthy Reflex Limited.
5. Mr. Wu Ruibiao (“Mr. Wu”) is one of the vendors under the sale and purchase agreement dated 23 June 2015 entered into by the Company in respect of the proposed acquisition of 51% equity interest in Perfect Worth Investment Limited (the “Acquisition”), details of which are disclosed in the announcement of the Company dated 23 June 2015. The 328,000,000 Shares represents the consideration Shares to be allotted and issued to Mr. Wu (or its nominees) upon completion of the Acquisition (“Acquisition Completion”), and the percentage of which represents the approximate percentage of interest of the issued share capital of the Company as enlarged by the completion of the New Open Offer and the issue of all the consideration Shares immediately upon the Acquisition Completion.

CONNECTED TRANSACTIONS

Save as disclosed in note 9 to the unaudited consolidated results, the Directors are not aware of any connected transactions of the Group that shall be disclosed in this report.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 30 June 2015.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the three months ended 30 June 2015 and up to the date of this report, the Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The principal duties of the Audit Committee are to review and supervise the financial reporting process and internal control procedures of the Group and to provide advice and comments thereon to the Board.

The Audit Committee currently comprises three independent non-executive Directors, namely, Mr. Chow Chi Fai (the Chairman of the Audit Committee), Mr. Leung Ka Tin and Mr. Tam Chak Chi. The unaudited consolidated results of the Group for the three months ended 30 June 2015 have been reviewed by the Audit Committee.

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

Hong Kong, 14 August 2015

As at the date of this report, 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. Leung Ka Tin, Mr. Tam Chak Chi and Mr. Chow Chi Fai.