

WEALTH GLORY HOLDINGS LIMITED

富 譽 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8269

Third Quarterly Report

2022

CHARACTERISTICS OF 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 (the “Directors”) of Wealth Glory Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (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 this report misleading.

The board of directors (the “Board”) of Wealth Glory Holdings Limited (the “Company”) is pleased to present the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three and nine months ended 31 December 2022 together with the unaudited comparative figures for the corresponding periods in 2021 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three and nine months ended 31 December 2022

	Notes	For the three months ended 31 December		For the nine months ended 31 December	
		2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Revenue	3	15,147	11,291	45,474	47,411
Cost of sales		(15,026)	(10,365)	(41,880)	(43,832)
Gross profit		121	926	3,594	3,579
Other income	3	1	3,000	82	5,000
Other gain and losses, net	4	(13)	(207)	(460)	(1,592)
Selling expenses		(400)	(7,375)	(1,408)	(9,815)
Administrative expense		(6,251)	(4,571)	(11,415)	(13,493)
Other expenses		-	-	-	(218)
Finance costs	5	(121)	-	(224)	(306)
Loss before taxation	6	(6,663)	(8,227)	(9,831)	(16,845)
Taxation credit	7	-	-	(5)	36
Loss for the period		(6,663)	(8,227)	(9,836)	(16,809)
Other comprehensive (expense) income:					
Items that may be subsequently reclassified to profit or loss:					
– Exchange differences arising on translation of foreign operations		-	-	-	-
Total comprehensive expense for the period		(6,663)	(8,227)	(9,836)	(16,809)

	For the three months ended 31 December		For the nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
<i>Notes</i>				
Loss for the period attributable to:				
Owners of the Company	(6,661)	(8,225)	(9,831)	(16,808)
Non-controlling interests	(2)	(2)	(5)	(1)
	<u>(6,663)</u>	<u>(8,227)</u>	<u>(9,836)</u>	<u>(16,809)</u>
Total comprehensive expense for the period attributable to:				
Owners of the Company	(6,661)	(8,225)	(9,831)	(16,808)
Non-controlling interests	(2)	(2)	(5)	(1)
	<u>(6,663)</u>	<u>(8,227)</u>	<u>(9,836)</u>	<u>(16,809)</u>
	<i>HK cents</i>	<i>HK cents</i>	<i>HK cents</i>	<i>HK cents</i>
Loss per share				
– Basic and diluted	<u>(0.84)</u>	<u>(1.14)</u>	<u>(1.24)</u>	<u>(2.33)</u>

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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2022

	Attributable to owners of the Company							Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	Share-based payment reserve HK\$'000	Accumulated loss HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	
At 1 April 2022 (Audited)	17,256	638,735	(4,246)	8,877	(612,589)	48,033	(27)	48,006
Loss for the period	-	-	-	-	(9,607)	(9,607)	(5)	(9,612)
Exercise of share options	670	6,191	-	(1,839)	-	5,022	-	5,022
Lapse of share options	-	-	-	(10)	10	-	-	-
Placing of share	3,451	10,569	-	-	-	14,020	-	14,020
Total comprehensive expense for the period	4,121	16,760	-	(1,849)	(9,597)	9,435	(5)	9,430
At 31 December 2022 (Unaudited)	21,377	655,495	(4,246)	7,028	(622,186)	57,468	(32)	57,436
At 1 April 2021 (Audited)	17,256	638,735	(4,246)	1,849	(584,498)	69,096	(19)	69,077
Loss for the period	-	-	-	-	(16,808)	(16,808)	(1)	(16,809)
Total comprehensive expense for the period	-	-	-	-	(16,808)	(16,808)	(1)	(16,809)
At 31 December 2021 (Unaudited)	17,256	638,735	(4,246)	1,849	(601,306)	52,288	(20)	52,268

NOTES TO THE UNAUDITED CONSOLIDATED RESULTS

For the nine months ended 31 December 2022

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 Room 1104, Crawford House, 70 Queen's Road Central, 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 business;
- (iii) development and promotion of brands, design, manufacture and sale of trendy fashion merchandises and other consumer products; and
- (iv) investment in securities.

2. BASIS OF PRESENTATION AND PREPARATION

The unaudited consolidated results for the nine months ended 31 December 2022 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 2022, 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 2021, except for the adoption of the new and revised HKFRSs, which are effective for accounting periods beginning on or after 1 April 2022. 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

	For the three months ended 31 December		For the nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Revenue				
Trading of natural resources and commodities	3,200	–	10,400	18,368
Sale of consumer products	11,273	10,787	33,193	27,527
Fee and interest income from money lending	674	504	1,881	1,516
	<u>15,147</u>	<u>11,291</u>	<u>45,474</u>	<u>47,411</u>
Other income				
Bank interest income	1	–	1	–
Imputed interest income from loans to investees	–	–	–	–
Reversal of impairment loss provided on loan to investees	–	3,000	–	5,000
Government grant	–	–	81	–
Sundry income	–	–	–	–
	<u>1</u>	<u>3,000</u>	<u>82</u>	<u>5,000</u>

4. OTHER GAIN AND LOSSES, NET

	For the three months ended 31 December		For the nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Net foreign exchange gain/(loss)	-	-	-	-
Loss on fair value changes of financial assets at fair value through profit and loss	(13)	(207)	(460)	(1,592)
	<u>(13)</u>	<u>(207)</u>	<u>(460)</u>	<u>(1,592)</u>
	<u><u>(13)</u></u>	<u><u>(207)</u></u>	<u><u>(460)</u></u>	<u><u>(1,592)</u></u>

5. FINANCE COSTS

	For the three months ended 31 December		For the nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Interests on lease liability	-	-	-	6
Interests on other borrowings	-	-	-	-
Effective interests on bonds	121	-	224	300
	<u>121</u>	<u>-</u>	<u>224</u>	<u>300</u>
	<u><u>121</u></u>	<u><u>-</u></u>	<u><u>224</u></u>	<u><u>306</u></u>

6. LOSS BEFORE TAXATION

The Group's loss before taxation is arrived at after charging the following:

	For the three months ended 31 December		For the nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Cost of inventories recognised as an expense	15,026	10,365	41,880	43,832
Depreciation of property, plant and equipment	-	265	-	809
Depreciation of right of use assets	-	-	-	573
Amortisation of intangible assets	-	-	-	218
Staff costs including directors' emoluments				
- Salaries, bonus and allowances	575	450	1,686	1,235
- Retirement benefit scheme contributions	26	14	76	40
- Share-based payments	-	-	-	-
	<u>15,026</u>	<u>10,365</u>	<u>41,880</u>	<u>43,832</u>

7. TAXATION CREDIT

	For the three months ended 31 December		For the nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Tax credit comprise of:				
Current	-	-	(5)	-
Deferred tax credit	-	-	-	36
	-	-	(5)	36

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

No provision for Hong Kong Profits Tax has been made for the period ended 31 December 2022 as the Group did not generate any assessable profits arising in Hong Kong. On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

8. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

	For the three months ended 31 December		For the nine months ended 31 December	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Loss				
Loss for the purpose of basic and diluted loss per share	(6,661)	(8,225)	(9,831)	(16,808)
Number	'000	'000	'000	'000
Weighted average number of shares for the purpose of basic and diluted loss per share	790,486	719,019	790,486	719,019

9. RELATED PARTY TRANSACTION

	As at 31 December 2022 (Unaudited) HK\$'000	As at 31 March 2022 (Audited) HK\$'000
Amount due to director	3,575	3,575

10. APPROVAL OF UNAUDITED CONSOLIDATED RESULTS

The unaudited consolidated results of the Group for the nine months ended 31 December 2022 were approved by the Board on 14 February 2023.

11. DIVIDEND

The Directors do not recommend the payment of any dividend in respect of the nine months ended 31 December 2022 (2021: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

For the nine months ended 31 December 2022, the Group recorded a revenue of HK\$45.5 million as compared to HK\$47.4 million in the same period in previous year representing a decrease of 4%. Such decrease was mainly due to the continuance of Coronavirus Disease 2019 (“COVID-19”) epidemic in early 2022. The Group also recorded a cost of sales of HK\$41.9 million as compared to HK\$43.8 million in the same period of previous year. The decrease in cost of sales reflected the decrease in revenue for the period. The Group recorded an overall gross profit of HK\$3.6 million as compared to HK\$3.6 million in the corresponding period last year.

The Group recorded other income of HK\$82,000 for the nine months ended 31 December 2022 (2021: HK\$5.0 million) whereas the same period of previous year. The decrease was mainly due to the absence of reversal of impairment loss provided on loan to investee.

Other gains and losses recorded during the period was a net loss of HK\$0.5 million as compared to net loss of HK\$1.6 million in the same period of previous year. The decrease was mainly attributable to the change in fair value on financial assets at fair value through profit or loss of approximately loss of HK\$0.5 million (2021: loss of HK\$1.6 million).

During the period under review, the Group continued to be engaged in investment in listed securities in Hong Kong. A net loss of HK\$0.5 million from change in fair value of such financial assets was recorded in the period whereas a net loss of HK\$1.6 million from change in fair value of financial assets was recorded in the same period last year due to the volatility of the stock market.

Selling expenses incurred for the nine months ended 31 December 2022 amounted to HK\$1.4 million as compared to HK\$9.8 million in the corresponding period in 2021. The decrease in selling expenses which was mainly due to the continuance of COVID-19 affect the marketing strategies on operation.

Administrative expenses and other expenses (the “Operating Expenses”) incurred for the nine months ended 31 December 2022 amounted to HK\$11.4 million (2021: HK\$13.7 million). By excluding the major non-cash items in relation to amortization of intangible assets, share-based payment and depreciation charges in both periods, Operating Expenses for this period under review would have amounted to HK\$11.4 million as compared to HK\$12.1 million in the same period in previous year on the same basis, representing a decrease of 5.8% which was mainly due to the decrease in expenses for the development of new merchandises and other consumer products incurred during the period under review.

On the other hand, the Group incurred HK\$0.2 million in finance costs as compared to HK\$0.3 million in same period in previous year which was mainly composed of the imputed interest on bonds issued by the Group and interests on lease liability.

The Group recorded a net loss of HK\$9.8 million for the nine months ended 31 December 2022 as compared to a net loss of HK\$16.8 million in the corresponding period in 2021.

Business Review and Prospect

Natural Resources and Commodities Business

Coal Trading Business and Other Natural Resources and Commodities Trading Business

The Group continued to switch more resources to the sales of consumer products and trendy fashion merchandises segment which has a great potential on its business performance. Nevertheless, the COVID-19 continued to affect this business. During the period ended 31 December 2022, the Group continued engaging in the trading of other natural resources and commodities and recorded a turnover of HK\$10.4 million as compare to HK\$18.4 million in the same period last year. The Group will continue monitoring the business environment and conditions in carrying out the related trades.

Consumer Products and Trendy Fashion Business

The Group's sale of consumer products and trendy fashion merchandises was carried out by its wholly-owned subsidiary, MD Inc. Limited ("MD" together with its subsidiaries, the "MD Group"). The MD Group has been experiencing in a turning point although the financial figures had not reflected the true picture of MD which was mainly due to the continuance of COVID-19 which results in delay in expansion of this business. The MD recorded a turnover of HK\$33.2 million (2021: HK\$27.5 million) for the period ended 31 December 2022 after implementing several marketing strategies and expanding the sales channels. MD had timely switched its resources to other profitable segment including but not limited to the sales of trendy fashion merchandises and other consumer products of favorable brands and own branded products. MD's technical and research and development skills was recognised by the customers which built up the confidence on the differentiated own branded products by adding technical function on the existing products. Responses from potential buyers was encouraged particularly on the functionality products with different technical functions. Besides, MD had approached and cross designed with several favorable brands, even Nintendo and FILA, sizable and favorable brands. In order to increase the brand appearance, the MD will continue to develop and register new intellectual properties and will actively participated in different marketing activities such as trade fairs and exhibitions once the COVID-19 was being controlled and reopen of the exhibitions in particular those organized in the major cities of the People's Republic of China (the "PRC") such as Shanghai International Children Baby Maternity Industry Expo. At the Expo, MD displayed a variety of merchandises which were designed and produced by MD. MD had also develop different somatosensory games and made use of this hot technology to promote the brand name in the coming years and linked up with other merchandises to be produced by MD. In order to expand this business, MD started to increase the sale channels, provide a flexible credit terms to customers and add a new profit sharing sales model to attract the dealers and maximise the profit. MD Group has gradually resumed operations while the Directors consider that the impact of COVID-19 on the Group's operations and future prospects may affected by the duration of the epidemic, the implementation of regulatory policies and relevant protective measures which might affect the business environment that the Group is operating at. However, the Group are optimistic with this business, confidence was built by the satisfaction with our differentiated products by the potential buyers. The Group believed that once the COVID-19 was being controlled, MD's business will resume as normal and looking forward to the expansion of the business.

Money Lending

The Group's money lending business has been growing steadily during the period under review. It recorded a revenue of HK\$1.8 million (2021: HK\$1.5 million), which comprised the fee and interest income generated. According to the management's observation and taking into account the positive results of the money lending business, the Group believes that there is a constant demand in the market allowing a further growth of this business segment and is confident that it will continue to contribute positively to the Group's overall results. Nonetheless, as the business is capital-driven in nature, the Group will constantly assess the level of resources to be allocated to this business segment with reference to the availability of capital. In the meantime, it will closely monitor the market conditions and operating environment in order to strike a balance between the returns and the associated business risks.

Investment in Listed Securities

During the nine months ended 31 December 2022, the Group's securities investment segment continued to focus on listed securities in Hong Kong. It recorded a net loss in securities investments of HK\$0.5 million for the period under review (2021: net loss of HK\$1.6 million) which was composed of no realized loss (2021: loss of HK\$0.6 million) and unrealized loss of HK\$0.5 million (2021: HK\$1.0 million). The local securities market remained volatile in the period under review. In view of this, the Group will hold a diversified portfolio across different segment of the market with an effort to minimize the associated risk.

USE OF PROCEEDS

The Company would like to provide information on the use of proceeds as follow:

Nature	Original intended use of proceeds stated in circular dated 30 September 2021	Actual use of proceeds as at the date of this report	Remaining balance	Progress
	<i>HK\$'million</i>	<i>HK\$'million</i>	<i>HK\$'million</i>	
Rights Issue				
Repayment of bond and other borrowings	13.1	13.1	–	Used as intended
Expansion of sales channels	9.7	9.7	–	Used as intended
Development of new merchandises and other consumer products	4.4	4.4	–	Used as intended
Marketing activities and use of third-party intellectual properties	4.0	4.0	–	Used as intended
General working capital	7.9	7.9	–	Used as intended
	39.1	39.1	–	
	39.1	39.1	–	

Pledge of Assets

As at 31 December 2022, no asset was pledged for the Group.

Material Acquisition and Disposals

Save as disclosed above to the unaudited condensed consolidated results the Group did not have any other material acquisitions and disposals for the nine months ended 31 December 2022.

Update on Refund of Deposit

On 1 August 2014, the Company, as purchaser, entered into a memorandum of understanding (“MOU”) with Southernpec Storage and Logistics Holding Limited (the “Vendor”), as vendor, for the proposed acquisition of Southernpec Singapore Storage and Logistics Limited. Pursuant to a supplemental memorandum of understanding, the Company paid a refundable deposit of HK\$10 million (the “Deposit”). The MOU lapsed on 31 July 2015 and the Deposit shall be returned by the Vendor to the Company in full within three business days. However, the Vendor was failed to return the Deposit within the said period and the parties were unable to reach a consensus on the repayment schedule. Following a series of negotiations and actions (including legal proceedings against the Vendor for the recovery of the Deposit) taken against the Vendor on the delay in repayment of the Deposit, the Company has reached a settlement agreement (the “Settlement Agreement”) with the Vendor. Pursuant to the Settlement Agreement, in consideration of the Company’s forbearance to sue and to proceed with the legal proceedings and to withdraw/discontinue such legal proceedings against the Vendor, the Vendor irrevocably covenants with the Company that the Vendor shall pay to the Company a sum of HK\$5,000,000 (the “Settlement Sum”) by instalments over a period of 18 months from the date of the Settlement Agreement as the full and final settlement of the Deposit (the “Settlement”). In view of the failure of receiving the Settlement Sum in accordance to the payment schedule, an amount of HK\$9.5 million (being the difference of the Deposit and the amount paid by the Vendor to the Company up to the date of this report) was impaired and charged to the profit and loss. Until the period under review, the Company did not received any amount and hence no amount was reversed from the impaired amount and credited as other income. The Company will continue to monitor the payments from the Vendor and update its shareholders where appropriate.

Outlook

Looking ahead, the Group will continue to develop its existing business either via organic growth or by acquisition of related businesses if appropriate. Meanwhile, the Board will also utilize its business connections to identify other investment opportunities in order to diversify its existing business for enhancing its shareholder’s return.

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 nine months ended 31 December 2022 are set out below:

Name	Date of grant	Exercisable period	Exercise price per share (HK\$) (Note i & ii)	Number of options Outstanding				Outstanding as at 31 March 2022
				Outstanding as at 1 April 2021	Grant during the year	Exercise during the year	Lapsed during the year	
Directors:								
Ms. Lin Su	30 March 2022	30 March 2022 to 29 March 2024	0.211	7,190,190	-	-	-	7,190,190
	22 April 2021	22 April 2020 to 21 April 2022	0.18	2,805,928	-	(2,790,000)	(15,928)	-
Mr. Tse Sing Yu (resigned on 10 January 2023)	30 March 2022	30 March 2022 to 29 March 2024	0.211	7,190,190	-	-	-	7,190,190
	22 April 2021	22 April 2020 to 21 April 2022	0.18	2,805,928	-	(2,790,000)	(15,928)	-
Employees	30 March 2022	30 March 2022 to 29 March 2024	0.211	57,521,520	-	-	-	57,521,520
	22 April 2021	22 April 2020 to 21 April 2022	0.18	22,447,422	-	(22,320,000)	(127,422)	-
				99,961,178	-	(27,900,000)	(159,278)	71,901,900
Exercisable at the end of the year				99,961,178				71,901,900

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 nine months ended 31 December 2022.

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

As at 31 December 2022, 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 Director	Number of Shares held	Number of Share Options held	Total interests	Approximate percentage of total issued shares
Mr. Tse Sing Yu (resigned on 10 January 2023)	2,790,000	7,190,190	9,980,190	1.12%
Ms. Lin Su	2,790,000	7,190,190	9,980,190	1.12%

Save as disclosed above, as at 31 December 2022, 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 nine months ended 31 December 2022 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 31 December 2022, according to the register kept by the Company pursuant to section 336 of SFO, and so far as is known to the Directors or chief executive of the Company, there is no person (other than the Directors and chief executive of the Company) had, or was deemed or taken to have, an interest or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying voting rights to vote in all circumstances at general meeting of any other member of the Group.

CONNECTED TRANSACTIONS

Save as disclosed in note 9 to the unaudited condensed 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 nine months ended 31 December 2022.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the nine months ended 31 December 2022 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 close 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.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with such required standard of dealings and its code of conduct regarding securities transactions by Directors during the nine months ended 31 December 2022.

CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions as set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules throughout the period under review except the following:

Under code provision A.1.3 of the CG Code, notice of at least 14 days should be given of a regular board meeting to all Directors to give all Directors an opportunity to attend. During the year, certain Board meetings were convened with less than 14 days' notice to facilitate the Directors' timely reaction and expeditious decision making process in respect of investment opportunity and internal affairs of the Group. All Board meetings, nevertheless, were duly convened and held in the way prescribed by the Articles of Association of the Company. The Board will use reasonable endeavour to meet the requirement of code provision A.1.3 of the CG Code in future. Adequate and appropriate information are circulated normally three days in advance of Board meetings to the Directors.

The Board will continue to monitor and review the corporate governance principle and practices to ensure compliance.

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.

At the date of this report, the Audit Committee comprises three independent non-executive Directors, namely, Mr. Tam Chak Chi (the Chairman of the Audit Committee), Mr. Liu Yongsheng and Mr. Chan Ka Hung. The unaudited consolidated results of the Group for the nine months ended 31 December 2022 have been reviewed by the Audit Committee.

By order of the Board

Wealth Glory Holdings Limited

Lin Su

Executive Director

Hong Kong, 14 February 2023

As at the date of this report, the Board comprises four Directors, including one executive Director, Ms. Lin Su and three independent non-executive Directors, namely, Mr. Tam Chak Chi, Mr. Liu Yongsheng and Mr. Chan Ka Hung.