
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 your 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 (the “Company”), you should at once hand this circular, together with 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

WEALTH GLORY HOLDINGS LIMITED

富譽控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8269)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;**
(2) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT;
(3) PROPOSED APPOINTMENT OF AUDITOR;
(4) PROPOSED SHARE CONSOLIDATION;
(5) PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(6) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company to be held at Room 1202, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 6 December 2016 at 11:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the office of the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting 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 extraordinary general meeting or any adjourned meeting should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for seven days from the date of its publication and on the website of the Company at www.wealthglory.com.

GEM CHARACTERISTICS

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.

CONTENTS

	<i>Page</i>
Characteristics of GEM	i
Definitions	1
Expected Timetable	4
Letter from the Board	
Introduction	6
Proposed Grant of General Mandates to issue and repurchase Shares	7
Proposed refreshment of the Scheme Mandate Limit	9
GEM Listing Rules implication in respect of the proposed refreshment of the Scheme Mandate Limit	11
Reasons for re-proposing Grant of General Mandates to issue and repurchase Shares and refreshment of the Scheme Mandate Limit	11
Proposed appointment of Auditor	11
Proposed Share Consolidation	12
Proposed Change in Board Lot Size	14
Reasons for the Share Consolidation and the Change in Board Lot Size	15
Extraordinary General Meeting	16
Responsibility statement	16
Recommendation	16
General	17
Miscellaneous	17
Appendix – Explanatory statement	18
Notice of Extraordinary General Meeting	21

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company held on 3 August 2016
“Announcements”	the Company’s announcement dated 26 October 2016 and clarification announcement dated 27 October 2016
“Articles”	the articles of association of the Company, and the expression “Article” shall mean an article of the Articles of Association (as amended from time to time)
“Auditor”	the external auditor of the Company
“Board”	board of the Directors
“Business Day”	a day (other than a Saturday and Sunday) on which licensed banks are generally open for business more than five hours in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by the HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Company’s securities for trading on the Stock Exchange from 30,000 Shares to 10,000 Consolidated Shares
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	Wealth Glory Holdings Limited (富譽控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Consolidated Share(s)”	ordinary share(s) of HK\$0.06 each in the share capital of the Company upon completion of the Share Consolidation
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Deloitte”	Deloitte Touche Tohmatsu
“Directors”	directors of the Company

DEFINITIONS

“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company convened by the Board for the purpose of considering and, if thought fit, approving the grant of the General Mandates, the refreshment of the Scheme Mandate Limit, the appointment of Auditor and the implementation of Share Consolidation which is expected to be held at Room 1202, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 6 December 2016 at 11:00 a.m. and any adjournment thereof
“Elite Partners”	Elite Partners CPA Limited
“Existing Share Certificate(s)”	the form of certificate(s) of the Shares
“Extended Issue Mandate”	the extended general mandate proposed to be granted to the Directors at the EGM to allot, issue and deal with Shares to the extent of Shares repurchased pursuant to the Repurchase Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Issue Mandate
“GM Resolution”	the resolutions for the granting of the General Mandates
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the EGM to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	17 November 2016, being the latest practicable date prior to the printing of this circular
“Listing Committee”	The Listing Committee of the Stock Exchange
“New Share Certificate(s)”	the form of certificate(s) of the Consolidated Shares

DEFINITIONS

“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the terms thereof
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the EGM to repurchase an aggregate amount of up to 10% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all Options to be granted by the Board under the Share Option Scheme
“Scheme Resolution”	the resolution for the refreshment of the Scheme Mandate Limit
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation
“Share Consolidation”	the proposed consolidation of every six (6) Shares of HK\$0.01 each in the issued and unissued share capital of the Company into one (1) Consolidated Share of HK\$0.06 in the issued and unissued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the existing share option scheme of the Company adopted by the Company on 26 September 2010
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

EXPECTED TIMETABLE

EXPECTED TIMETABLE

The expected timetable relating to the Share Consolidation and the Change in Board Lot Size and the associated trading arrangement are as follows:

Latest time for lodging proxy form for the EGM (not less than 48 hours prior to time of the EGM).....	11:00 am on Sunday, 4 December 2016
Date and time of the EGM.....	11:00 am on Tuesday, 6 December 2016
Announcement of poll results of the EGM	Tuesday, 6 December 2016

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation, which are included in this circular.

Effective date of the Share Consolidation	Wednesday, 7 December 2016
Free exchange of Existing Share Certificates in blue for New Share Certificates in purple for the Consolidated Shares commences	Wednesday, 7 December 2016
Dealing in the Consolidated Shares commences	9:00 am on Wednesday, 7 December 2016
Original counter for trading in the Shares (in board lots of 30,000 Shares in the form of Existing Share Certificates in blue) temporarily closes	9:00 am on Wednesday, 7 December 2016
Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of Existing Share Certificates in blue) opens	9:00 am on Wednesday, 7 December 2016
Original counter for trading in Consolidated Shares (in board lots of 10,000 Consolidated Shares in the form of New Share Certificates in purple) re-opens	9:00 am on Wednesday, 21 December 2016

EXPECTED TIMETABLE

Parallel trading in the Shares and Consolidated Shares
(in the form of Existing Share Certificates in blue
and New Share Certificates in purple) begins 9:00 am on Wednesday,
21 December 2016

Designated broker starts to stand in the market to
provide matching services for the odd lots
of Consolidated Shares 9:00 am on Wednesday,
21 December 2016

Temporary counter for trading in the Consolidated Shares
in board lots of 5,000 Consolidated Shares
(in the form of Existing Share Certificates in blue) closes 4:00 pm on Friday,
13 January 2017

Parallel trading in the Consolidated Shares (in the form of
Existing Share Certificates in blue and New Share Certificates
in purple) ends. 4:00 pm on Friday,
13 January 2017

Designated broker ceases to stand in the market for providing
the matching services for the odd lots of the Consolidated Shares. 4:00 pm on Friday,
13 January 2017

Free exchange of Existing Share Certificates in blue for
New Share Certificates in purple ends 4:00 pm on Tuesday,
17 January 2017

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

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)

Executive Directors:

Mr. Hong Sze Lung (Chairman, Chief Executive Officer,
Compliance Officer and Authorised Representative)
Ms. Lin Su
Mr. Tse Sing Yu

Non-executive Directors:

Mr. Law Chung Lam, Nelson

Independent non-executive Directors:

Mr. Tam Chak Chi
Mr. Liu Yongsheng
Mr. Chan Ka Hung

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

18 November 2016

To the Shareholders,

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT;
(3) PROPOSED APPOINTMENT OF AUDITOR;
(4) PROPOSED SHARE CONSOLIDATION;
(5) PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(6) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 3 August 2016 announcing, among other matters, the poll results of the AGM. The following resolutions had been proposed but were not passed by the Shareholders by way of poll at the AGM:

- (1) To grant a general mandate to the directors to issue, allot and otherwise deal with the Company's shares.
- (2) To grant a general mandate to the directors to repurchase the Company's shares.

LETTER FROM THE BOARD

- (3) To extend the general mandate to the directors to issue, allot and otherwise deal with the Company's shares by adding the number of the shares repurchased by the Company pursuant to the general mandate to the directors to repurchase the Company's shares.
- (4) To approve the refreshment of Scheme Mandate Limit of the Share Option Scheme.
- (5) To re-appoint Deloitte as the Auditor and to authorise the Board to fix their remuneration thereof.

With effect from the conclusion of the AGM, Deloitte retired as the Auditor.

By the Announcements, the Board announced its intention to convene the EGM where resolutions will be proposed for the Shareholders to approve, among other things, (i) the grant of the General Mandates, (ii) the refreshment of the Scheme Mandate Limit, (iii) the appointment of Auditor; and (iv) the implementation of the Share Consolidation.

The purposes of this circular are to provide you with information relating to the resolutions to be proposed at the EGM to enable you to make an informed decision on whether to vote for or against those resolutions.

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Issue Mandate and Extended Issue Mandate

At the EGM, an ordinary resolution will be proposed such that the Directors be given a general mandate (i.e. the Issue Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme of the Company or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the number of issued Shares as at the date of passing of the relevant resolution granting the Issue Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 4,108,716,000 Shares in issue. Subject to the passing of the resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the EGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 821,743,200 Shares.

LETTER FROM THE BOARD

Repurchase Mandate

At the EGM, an ordinary resolution will also be proposed such that the Directors be given a general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the EGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 410,871,600 Shares.

The General Mandates shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandates up to (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 of Association, the Companies Law or any applicable laws to be held; or (iii) the revocation, variation or renewal of the General Mandates (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “**Relevant Period**”).

An explanatory statement in connection with the Repurchase Mandate is set out in the Appendix to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

Reasons for the grant of General Mandates to issue and repurchase shares

As at 30 September 2016, the Group recorded an unaudited cash and cash equivalents of approximately HK\$5.2 million. The Board considers it is in the best interest of the Company and Shareholders as a whole for the Company to maintain the flexibility to raise funds for any unexpected funding needs for the next nine months before the next annual general meeting through equity financing, given that equity financing through utilising general mandate (i) does not incur any interest expenses on the Group as compared with debt financing; (ii) has more certainty and is less time consuming than specific mandate which would require Shareholders’ approval in a general meeting; (iii) provides the Company with the capability to capture any capital raising and/or prospective investment opportunities if and when they are identified; and (iv) is less costly and time consuming than raising funds by way of rights issue or open offer.

Based on the open offer and the two placings of shares under the then general mandates conducted by the Company in the fiscal year ended 31 March 2016, with regards to: (i) cost, the underwriting commission charged pursuant to the open offer was 3.5% of the gross proceeds, whereas the placing commission charged pursuant to each of the placings of shares under the then general mandates was 2%. The overall cost including other professional fees and printing costs for the open offer amounted to approximately 4.4% of the gross proceeds, whereas the overall cost for each of the placings of shares under the then general mandates was only approximately 2.3% of the gross proceeds; (ii) time consumed; was approximately 64 days (from the publication of the first relevant announcement to completion date) for the open offer, whereas the times used for the two placings of shares under the then general mandates were approximately 11 days and 15 days respectively.

In the circumstances, the Board proposes to the Shareholders to reconsider the grant of General Mandates to issue and repurchase Shares.

LETTER FROM THE BOARD

At the moment, the Company does not have an alternative plan should the GM Resolution be voted down again. Furthermore, the Company does not have immediate plans to conduct fund raising activities upon the passing of the GM Resolution, but the Board does not rule out the possibility of fund raising activities by the Company in the next nine months before the next annual general meeting.

PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT

Under the GEM Listing Rules, the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders.

The Share Option Scheme was adopted by way of Shareholders' resolution on 26 September 2010. Apart from the Share Option Scheme, the Company had no other share option scheme as at the Latest Practicable Date.

Pursuant to the ordinary resolution(s) of the Shareholders passed at the annual general meeting of the Company held on 7 August 2015, 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 carrying the right to subscribe for a maximum of 229,914,400 Shares, being 10% of the issued share capital of the Company as at 7 August 2015 (the "**2015 Scheme Mandate Limit**"). On 30 September 2016, the Company granted 222,840,000 Options under the Share Option Scheme pursuant to the 2015 Scheme Mandate Limit (representing approximately 96.92% of the aggregate number of Shares which may be allotted and issued under the 2015 Scheme Mandate Limit), all of which remained outstanding as at the Latest Practicable Date.

The refreshment of Scheme Mandate Limit

Since the date of adoption of the Share Option Scheme and up to the Latest Practicable Date, the Company has an aggregate of 348,134,000 Options granted under the Share Option Scheme which remain outstanding, representing approximately 8.47% of the issued share capital of the Company.

As at the Latest Practicable Date, there were 4,108,716,000 Shares in issue. Pursuant to the terms of the Share Option Scheme and in compliance with the GEM Listing Rules, the maximum number of Shares which may be issued upon the exercise of all the Options to be granted pursuant to the Scheme Mandate Limit as refreshed should be 410,871,600 Shares, being 10% of the Shares in issue and assuming no further issue or repurchase of Shares during the period between the Latest Practicable Date up to and including the date of the EGM.

The total number of Shares which may be issued upon exercise of the "refreshed" Scheme Mandate Limit together with all outstanding Options as at the Latest Practicable Date is 759,005,600 Shares, representing approximately 18.47% of the total number of Shares in issue as at the date of EGM. 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.

LETTER FROM THE BOARD

Conditions of the proposed refreshment of Scheme Mandate Limit

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

- (1) the passing of an ordinary resolution by the Shareholders at the EGM to approve the proposed refreshment; and
- (2) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

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 EGM, which may fall to be issued upon the exercise of the Options that may be granted under the refreshed Scheme Mandate Limit.

Reasons for the refreshment of Scheme Mandate Limit

The Directors consider that the refreshment of the Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole because it enables the Company to reward and motivate its employees and other selected participants under the Share Option Scheme. The refreshment of the Scheme Mandate Limit is in line with the purposes of the Share Option Scheme.

As aforementioned, the Company had granted 222,840,000 Options pursuant to the 2015 Scheme Mandate Limit on 30 September 2016, after the AGM. Without the refreshment of the Scheme Mandate Limit, the Company will be unable to adequately grant further Options to eligible participants so as to provide opportunities and incentives to them to work towards enhancing the value of the Company and Shares for the benefit of the Company and Shareholders as a whole.

Furthermore, based on the recent trend of the Company's share price and as at the Latest Practicable Date, all of the aforementioned outstanding Options granted by the Company are out of the money, resulting in the outstanding Option's inability to incentivise holders thereof to work towards enhancing the value of the Company. The refreshment of the Scheme Mandate Limit will permit the Board to create new incentives for eligible participants.

At the moment, the Company does not have any alternative plans should the Scheme Resolution be voted down again. Furthermore, the Company does not have immediate plans to grant Options upon the passing of the Scheme Resolution, but the Board does not rule out the possibility of granting Options under the Share Option Scheme in the next nine months before the next annual general meeting.

LETTER FROM THE BOARD

GEM LISTING RULES IMPLICATION IN RESPECT OF THE PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT

Pursuant to Rule 23.03(3) of the GEM Listing Rules, the refreshment of the Scheme Mandate Limit shall be subject to the Shareholders' approval requirements under the GEM Listing Rules. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the refreshment of Scheme Mandate Limit and thus no Shareholders are required to abstain from voting at the EGM in respect of the refreshment of the Scheme Mandate Limit.

REASONS FOR RE-PROPOSING GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Board noted from the poll results of the AGM that a significant percentage of the Shareholders at the AGM voted down the GM Resolution and Scheme Resolution. The Board also noted that all those Directors that were proposed to be re-elected at the AGM were also voted down. The current Board is of the view that the composition of the Board (or to be proposed) at the time of the AGM was a major concern of the Shareholders and was also the primary reason for the GM Resolution and Scheme Resolution having been voted down.

The Board has since significantly restructured the composition of the Board. As announced by the Company on 30 September 2016, the Company appointed Ms. Lin Su and Mr. Tse Sing Yu as executive Directors respectively. As announced by the Company on 28 October 2016, the Company appointed Mr. Liu Yongsheng and Mr. Chan Ka Hung as independent non-executive Directors, respectively. Moreover, as announced by the Company on 31 October 2016, Mr. Lau Wan Pui, Joseph and Mr. Chow Chi Fai resigned as non-executive director and independent non-executive director, respectively.

In addition, all the four newly appointed Directors were also appointed as members of the Board committees of the Company in order to strengthen the corporate governance of the Company. In the circumstances, the Board is confident the Shareholders' concern has to a large extent been addressed.

Moreover, the Board understands that at the AGM, the Shareholders who voted showed a dissenting view on the GM Resolution and the Scheme Resolution. However, the Board noticed the number of Shareholders who voted on the GM Resolution and Scheme Resolution only comprised of approximately 26.91% of the total number of Shares entitled to attend and vote. In light of the aforementioned developments of the Board post AGM, the current Board considers that it is in the best interest of the Company and the Shareholders as a whole to allow for more Shareholders to have the opportunity to express their views on the GM Resolution and Scheme Resolution. In the circumstances, the Board proposes to the Shareholders to reconsider the GM Resolution and Scheme Resolution.

PROPOSED APPOINTMENT OF AUDITOR

Since the resolution in respect of the re-appointment of Deloitte as the Auditor has not been passed by the Shareholders at the AGM, Deloitte has retired and ceased to be the Auditor with effect from the AGM.

LETTER FROM THE BOARD

On 26 October 2016, the Board announced that it had resolved, upon the recommendation from the audit committee of the Company, to convene the EGM in which, among other resolutions, an ordinary resolution will be proposed such that Elite Partners be appointed as the new Auditor to fill the vacancy arising from the retirement of Deloitte at the AGM and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the Articles, the appointment of new Auditor is subject to approval by the Shareholders at the annual general meeting or at a subsequent extraordinary general meeting in each year.

The Board considered that it is in the interest of the Company and the Shareholders as a whole to appoint Elite Partners as the new Auditor taking into consideration, among others, the professional services required by the Company in the future as well as the fees quoted by Elite Partners.

PROPOSED SHARE CONSOLIDATION

The Board proposes to put forward a proposal to effect the Share Consolidation involving consolidation of every six (6) existing issued and unissued Share of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.06 each.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon (i) the passing of the ordinary resolution to approve the Share Consolidation by the Shareholders at the EGM; and (ii) the Listing Committee of the Stock Exchange granting approval to the listing of and permission to deal in the Consolidated Shares.

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of and the permission to deal in the Consolidated Shares.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on Stock Exchange, upon the Share Consolidation being effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. The Shareholders should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangement and how such arrangements will affect their rights and interests.

Assuming all the conditions are fulfilled, the Share Consolidation will become effective on the Business Day following the passing of the ordinary resolution at the EGM, which will be held on Tuesday, 6 December 2016.

None of the Shares are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

LETTER FROM THE BOARD

Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each, of which 4,108,716,000 Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the EGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$100,000,000 divided into 1,666,666,666^{2/3} Consolidated Shares of HK\$0.06 each, of which 684,786,000 Consolidated Shares of HK\$0.06 each will be in issue which are fully paid or credited as fully paid following the Share Consolidation becoming effective.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the rights of the Shareholders.

Other than the relevant expenses of approximately HK\$200,000, including but not limited to professional fees and printing charges incurred, the implementation of the Share Consolidation and the Change in Board Lot Size will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests or rights of the Shareholders. The Directors believe that the Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group.

Fractional Consolidated Shares

Fractional Consolidated Shares will not be issued by the Company to Shareholders. Any fractional entitlement to the Consolidated Shares will be aggregated, sold and retained for the benefit of the Company in accordance with the memorandum of association and the Articles of the Company.

Adjustment in relation to the outstanding Options

As at the Latest Practicable Date, the Company has outstanding Options which in aggregate entitle holders thereof to subscribe for 348,134,000 Shares; which were granted on: (i) 17 February 2014 to subscribe for 40,053,000 Shares; (ii) 21 February 2014 to subscribe for 85,241,000 Shares; and (iii) 30 September 2016 to subscribe for 222,840,000 Shares.

As a result of the Share Consolidation, the exercise price of the Options and the number of Shares comprised therein will be adjusted in accordance with the respective terms and conditions of the Share Option Scheme and the GEM Listing Rules. It is estimated that that upon completion of the Share Consolidation, the exercise price of the existing Options: (i) granted on 17 February 2014 will be adjusted from HK\$0.234 per Share to HK\$1.404 per Consolidated Share and the number of shares to be issued upon full exercise of the said Options will be adjusted from 40,053,000 Shares to 6,675,500 Consolidated Shares; (ii) granted on 21 February 2014 will be adjusted from HK\$0.253 per Share to HK\$1.518 per Consolidated Share and the number of shares to be issued upon full exercise of the said Options will be adjusted from 85,241,000 Shares to 14,206,833^{1/3} Consolidated Shares; (iii) granted on 30 September 2016 will be adjusted from HK\$0.0624 per Share to HK\$0.3744 per Consolidated Share and the number of shares to be issued upon full exercise of the said Options will be adjusted from 222,840,000 Shares to 37,140,000 Consolidated Shares.

LETTER FROM THE BOARD

The Company will instruct its Auditor or an independent financial adviser to confirm that the aforementioned estimated adjustments satisfy the relevant requirements set out in the GEM Listing Rules. Further announcement will be made in respect of the said adjustments as and when appropriate.

Save for the Options, there are no other outstanding convertible securities in issue which confer any right to subscribe for, convertible or exchange into Shares as at the Latest Practicable Date.

Free exchange of share certificates and trading arrangement

Subject to the Share Consolidation becoming effective, which is expected to be on Wednesday, 7 December 2016, Shareholders may, during the period from Wednesday, 7 December 2016 to Tuesday, 17 January 2017 (both days inclusive) between 9:00 a.m. and 4:00 p.m. on any Business Day, submit the Existing Share Certificates to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, to exchange, at the expense of the Company, for the New Share Certificates of the Consolidated Shares. Thereafter, each Existing Share Certificate will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each New Share Certificate issued or each Existing Share Certificate submitted for cancellation, whichever the number of certificates issued or cancelled is higher. Nevertheless, the Existing Share Certificates will continue to be good evidence of legal title and may be exchanged for the New Share Certificates for the Consolidated Shares at any time after Tuesday, 17 January 2017 but are not accepted for trading, settlement and registration upon completion of the Share Consolidation.

The new share certificates for the Consolidated Shares will be issued in purple colour to distinguish from the existing share certificates for the Shares which are in blue colour.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Shares are traded in board lots of 30,000 Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 30,000 Shares to 10,000 Consolidated Shares after and conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.047 per Share (equivalent to HK\$0.282 per Consolidated Share) as at the Latest Practicable Date, the value of each board lot of 10,000 Consolidated Shares, assuming the Share Consolidation and the Change in Board Lot Size had already become effective, would be HK\$2,820.

The implementation of Change in Board Lot Size is conditional on the passing of the resolution of the Share Consolidation by the Shareholders at the EGM.

LETTER FROM THE BOARD

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint China Prospect Securities Limited to provide odd lot matching services during the period from 9:00 a.m. on Wednesday, 21 December 2016 to 4:00 p.m. on Friday, 13 January 2017 (both dates inclusive) to those Shareholders who wish to top up or sell their holding of odd lots of the Consolidated Shares.

Shareholders should note that matching of the sale and purchase of odd lots of the Shares is on a best effort basis and successful matching of the sale and purchase of such odd lots is not guaranteed.

Holders of the Shares in odd lots represented by the Existing Share Certificates for the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a full new board lot may directly or through their brokers contact Mr. Esmond Chan of China Prospect Securities Limited at Unit 1113A & 1115, 11/F., Cosco Tower, No. 183 Queen's Road Central, Hong Kong (telephone: (852) 3899 1600 and facsimile: (852) 3899 1699) during the above mentioned period.

Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility.

REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995, the Stock Exchange may require a listed issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading prices of the Shares, the Board proposes to implement the Share Consolidation. Upon the proposed Share Consolidation becoming effective, the value of each share of the Company will increase and the total number of shares of the Company in issue will decrease. The Share Consolidation will result in an upward adjustment to the trading price of the Shares by sixfold and the value per board lot will increase by sixfold, assuming the board size remains unchanged. Based on the closing price of HK\$0.047 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, the market value per board lot of 30,000 Shares is HK\$1,410. The estimated market price per Consolidated Share will theoretically be HK\$0.282 and the market value per existing board lot will theoretically be HK\$8,460.

The Board considers that the Share Consolidation would enable the Company to comply with the trading requirements under the GEM Listing Rules. However, as a result of the Share Consolidation, the minimum amount to invest in the Company will also be increased by sixfold, which will discourage potential investors with relatively less investment capital and smaller investment portfolios from investing in the Company. Hence the Board is of the view that the Share Consolidation is to be implemented together with the Change in Board Lot Size in order to maintain the minimum amount to invest in the Company at a level which is reasonable for and acceptable by the existing investor and shareholder base of the Company. Based on the closing price of HK\$0.047 per Share as quoted on the Latest Practicable Date, the estimated market value per proposed board lot of 10,000 Consolidated Shares will theoretically be HK\$2,820 immediately upon the Share Consolidation and the Change in Board Lot Size becoming effective.

LETTER FROM THE BOARD

The Board considers that a board lot of 10,000 Consolidated Shares is most appealing to Shareholders and potential investors as a multiplicand of 10,000, when compared to other values, allows for more straightforward calculations of the market value per board lot and/or the total value of shares held by or to be acquired by Shareholders and investors.

Furthermore, the aggregate effect of the Share Consolidation and Change in Board Lot Size results in existing Shareholders holding less number of board lots of shares, which reduces the transaction cost of trading of the Shares by the Shareholders and investors since securities transaction services fees such as scrip fee are charged on a per board lot basis. In view of the above, the Board considers that the Share Consolidation and the Change in Board Lot Size are fair and reasonable and in the best interest of the Company and the Shareholders as a whole.

At this moment, apart from the aforementioned, the Board does not have an alternative method to increase the value of each Share.

EXTRAORDINARY GENERAL MEETING

A notice of the EGM is set out on pages 21 to 25 of this circular.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the holding of the EGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

All the resolutions proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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 circular misleading.

RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company and the Shareholders and recommend all Shareholders to vote in favour of all the resolutions, including but not limited to, the grant of the General Mandates; the refreshment of the Scheme Mandate Limit; the appointment of the Auditor and the Share Consolidation to be proposed at the EGM.

LETTER FROM THE BOARD

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purposes of interpretation.

Yours faithfully
For and on behalf of the Board of
Wealth Glory Holdings Limited
Hong Sze Lung
Chairman

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES

The GEM Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the GEM Listing Rules) and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

2. NUMBER OF SHARES WHICH MAY BE REPURCHASED

The Repurchases Mandate will authorise the Directors to repurchase Shares on the Stock Exchange or on another exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Takeovers Code up to a maximum of 10% of the number of issued Shares as at the date on which the resolution approving the Repurchase Mandate is passed.

Subject to the passing of the proposed resolution set out in the notice of EGM, on the basis of 4,108,716,000 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased by the Company prior to the EGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 410,871,600 Shares during the period until the date 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 of Association, the Companies Law or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

3. REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available from the Company’s distributable profits or proceeds of a fresh issue of shares in accordance with its memorandum of association and the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own Shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2016) in the event that the Repurchase Mandate is exercised in full. The repurchased shares under the Repurchase Mandate would be automatically cancelled according to Rule 13.14 of the GEM Listing Rules. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. 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 immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
November	0.102	0.070
December	0.074	0.060
2016		
January	0.070	0.037
February	0.092	0.040
March	0.080	0.065
April	0.080	0.059
May	0.071	0.061
June	0.070	0.045
July	0.050	0.032
August	0.109	0.038
September	0.071	0.054
October	0.063	0.038
November (up to the Latest Practicable Date)	0.055	0.040

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company and Articles and the applicable laws of the Cayman Islands.

8. DISCLOSURE OF INTERESTS AND DIRECTORS' UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the resolution in respect of the Repurchase Mandate is approved at the EGM.

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

9. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, there was no Shareholder having interests in more than 10% of the Shares then in issue.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed, the Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

10. SHARE REPURCHASED MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the period from the six months immediately preceding the date of this circular.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of Wealth Glory Holdings Limited (the “**Company**”) will be held at Room 1202, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 6 December 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments:

ORDINARY RESOLUTIONS

1. “**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 (each a “**Share**”) of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements, options, warrants and other securities to subscribe for or convertible into Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (II) the approval in paragraph (I) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants and other securities to subscribe for or convertible into Shares which might require the exercise of such powers after the end of the Relevant Period;
- (III) the aggregate number of Shares 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 in force from time to time; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

(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, according to rule 17.41(2) of the GEM Listing Rules, shall not exceed the aggregate of:

(a) 20% of the number of issued Shares on the date of the passing of this resolution; and

(b) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares on the date of the passing of that 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 of association of the Company or any applicable laws to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution;

“**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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. **“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 repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares of the Company 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, the GEM Listing Rules and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (II) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (I) during the Relevant Period (as defined below) shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution according to rule 13.09(1) of the GEM Listing Rules 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 of association or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this Resolution.”

3. **“THAT** conditional upon the passing of resolutions numbered 1 and 2 as set out in the notice convening the meeting of which this resolution forms part, the general mandate granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares pursuant to the said resolution numbered 1 be and is hereby extended by the addition thereto of an amount representing the number of Shares repurchased by the Company under the authority granted pursuant to the said resolution numbered 2, provided that such amount shall not exceed 10% of the number of issued Shares as at the date of passing of the said resolution numbered 2.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of, the listing of and permission to deal in, the Shares in the capital of the Company to be issued pursuant to the exercise of options granted pursuant to the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) of the share option scheme adopted by the Company by way of shareholders’ resolution passing on 26 September 2010 in the manner as set out in paragraph (a) of this resolution below,
- (a) the refreshment of the Scheme Mandate Limit of up to 10% of the number of Shares in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the Directors be and are hereby authorised do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”
5. “**THAT** Elite Partners CPA Limited be and is hereby appointed as auditors of the Company and its subsidiaries to fill the vacancy arising from the retirement of Messrs Deloitte Touche Tohmatsu and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be and is hereby authorised to fix its remuneration.”
6. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Consolidated Shares (as hereafter defined), every six (6) of the issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be and is hereby consolidated into one (1) ordinary share of HK\$0.06 each (the “**Consolidated Shares**”), with effect from the business day which is a settlement day for the trading of shares of the Company on the Stock Exchange immediately following the date on which this resolution is passed (the “**Share Consolidation**”) and that any director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by the Director in his/her absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in, for completion of the Share Consolidation including but not limited to, to cancel any existing share certificates and to issue new share certificates in respect of the Consolidated Shares to holders of the existing shares of the Company pursuant to the Share Consolidation.”

By Order of the Board
Wealth Glory Holdings Limited
Hong Sze Lung
Chairman

Hong Kong, 18 November 2016

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the Board comprises seven Directors, including three executive Directors, namely, Mr. Hong Sze Lung, Ms. Lin Su and Mr. Tse Sing Yu; one non-executive Director namely, Mr. Law Chung Lam, Nelson and three independent non-executive Directors, namely, Mr. Tam Chak Chi, Mr. Liu Yongsheng and Mr. Chan Ka Hung.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.

This notice will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for seven days from the date of its publication and on the website of the Company at www.wealthglory.com.

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the extraordinary general meeting is enclosed. 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 that power or authority, at the office of the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong at least 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof.
3. In relation to the proposed Resolutions no. 1 and 3 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders of the Company.
4. In relation to the proposed Resolution no. 2 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed Resolution as required by the GEM Listing Rules is set out in the accompanying document.
5. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the meeting or any adjournment thereof if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.
6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the EGM 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.
8. Any voting at the meeting shall be taken by poll.