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WEALTH GLORY HOLDINGS LIMITED

富譽控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8269)

- (1) POLL RESULTS OF ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING HELD ON 3 AUGUST 2016;**
(2) RETIREMENT OF DIRECTORS;
(3) CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE, THE NOMINATION COMMITTEE, THE EXECUTIVE COMMITTEE AND THE INVESTMENT COMMITTEE;
(4) CHANGE OF CHAIRMAN, AUTHORISED REPRESENTATIVE AND COMPLIANCE OFFICER; AND
(5) RETIREMENT OF AUDITORS

The Board would like to announce the poll results of the AGM and the EGM held on 3 August 2016 and details of which are set out below in this announcement.

The Board would also like to announce that with effect from the conclusion of the AGM, Mr. Wong retired as an executive Director and ceased to be the Chairman of the Board, an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules and the compliance officer of the Company for the purpose of Rule 5.19 of the GEM Listing Rules, Mr. Kwong retired as an executive Director, Mr. Lu retired as a non-executive Director and Mr. Leung retired as an independent non-executive Director.

Following the retirement of Mr. Wong Ka Wah Albert, the Board is pleased to announce that Mr. Wong Sze Lung, an executive Director, has been appointed as the Chairman of the Board, an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules and the compliance officer of the Company for the purpose of Rule 5.19 of the GEM Listing Rules with effect from 3 August 2016.

The Board would also like to announce that Messrs Deloitte Touche Tohmatsu has retired and ceased to be the auditors of the Company with effect from the conclusion of the AGM. The Company will further announce the appointment of the auditors of the Company in due course.

Reference is made to (i) the circular (the “**AGM Circular**”) of Wealth Glory Holdings Limited (the “**Company**”) dated 30 June 2016 and all resolutions proposed in the notice (the “**AGM Notice**”) of annual general meeting (the “**AGM**”); and (ii) the circular (the “**EGM Circular**”, which together with the AGM Circular, the “**Circulars**”) of the Company dated 18 July 2016 and the resolution proposed in the notice (the “**EGM Notice**”, together with the AGM Notice, the “**Notices**”) of extraordinary general meeting (the “**EGM**”). Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circulars.

POLL RESULTS OF THE AGM AND EGM

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company would like to announce that save and except for the resolution numbered 1 as set out in the AGM Notice, all the resolutions proposed at the AGM, as set out in the AGM Notice, were not passed by the Shareholders by way of poll at the AGM held on 3 August 2016. The Board would also like to announce that the resolution proposed at the EGM, as set out in the EGM Notice, was not passed by the Shareholders by way of poll at the EGM held on 3 August 2016.

The Company’s branch share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer for the vote-taking at both the AGM and the EGM.

As at the date of the AGM and the EGM, the total number of issued shares in the Company was 4,108,716,000 Shares, which was equivalent to the total number of Shares entitling the Shareholders to attend and vote for or against the relevant resolutions at the AGM and the EGM except for the proposed resolution of the EGM to which Mr. Lam, being the ultimate beneficial owner of the Vendor, and his associates were required to abstain from voting. As at the date of the AGM and the EGM, Mr. Lam was beneficially interested in 816,000 Shares, representing approximately 0.02% of the total issued Shares as at the date of the AGM and the EGM. Mr. Lam had abstained from voting at the EGM on the resolution of the EGM. Accordingly, a total of 4,107,900,000 Shares held by the Shareholders other than Mr. Lam and his associates were entitled to attend and vote for or against the resolution at the EGM and a total of 4,108,716,000 Share entitling the Shareholders to attend and vote for or against all the resolutions at the AGM.

Save for the above, to the best of the Directors' knowledge, belief and information, no other Shareholders had a material interest in the resolutions proposed at the AGM and the EGM and no other Shareholders were entitled to attend the AGM or the EGM and abstain from voting in favour of the required resolutions as set out in Rule 17.47A of the GEM Listing Rules. No other Shareholders were required under the GEM Listing Rules to abstain from voting at the AGM or the EGM. No Shareholders were entitled to attend and vote only against any resolutions at the AGM or the EGM.

The poll results in respect of each of the resolutions at the respective AGM and EGM were as follows:

AGM

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements and the reports of the directors and the auditor for the year ended 31 March 2016.	842,884,015 (76.23%)	262,830,000 (23.77%)
2.	(a) To re-elect Mr. Wong Ka Wah, Albert as executive director.	34,046,490 (3.08%)	1,071,667,525 (96.92%)
	(b) To re-elect Mr. Kwong Yuk Lap as executive director.	34,046,490 (3.08%)	1,071,667,525 (96.92%)
	(c) To re-elect Mr. Lu Xianglong as non-executive director.	34,046,490 (3.08%)	1,071,667,525 (96.92%)
	(d) To re-elect Mr. Leung Ka Tin as independent non-executive director.	34,046,490 (3.08%)	1,071,667,525 (96.92%)
	(e) To authorize the board of directors to fix the directors' remuneration.	34,046,490 (3.08%)	1,071,667,525 (96.92%)
3.	To re-appoint Messrs Deloitte Touche Tohmatsu as the external auditor and to authorize the board of directors to fix their remuneration thereof.	34,046,490 (3.08%)	1,071,667,525 (96.92%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	A To grant a general mandate to the directors to issue, allot and otherwise deal with the Company's shares.	34,046,490 (3.08%)	1,071,667,525 (96.92%)
	B To grant a general mandate to the directors to repurchase the Company's shares.	34,046,490 (3.08%)	1,071,667,525 (96.92%)
	C To add the number of the shares repurchased by the Company under resolution no. 4B to the mandate granted to the directors under resolution no. 4A.	34,046,490 (3.08%)	1,071,667,525 (96.92%)
5.	To approve the refreshment of share option scheme mandate limit.	34,046,490 (3.08%)	1,071,667,525 (96.92%)

As more than 50% of the votes were cast in favour of the resolution numbered 1 as set out in the AGM Notice, such resolution was duly passed as ordinary resolution of the Company by way of poll at the AGM.

However, as less than 50% of the votes were cast in favour of each of the resolutions numbered 2 to 5 as set out in the AGM Notice, such resolutions were not passed by the Shareholders as ordinary resolutions at the AGM held on 3 August 2016.

EGM

Ordinary Resolution		Number of Votes (%)	
		For	Against
1.	To approve, confirm and ratify the Agreement (as defined in the circular of the Company dated 18 July 2016) and the transactions contemplated thereunder including the allotment and issue of Convertible Bonds, Conversion Shares and Consideration Shares, as set out in the resolution number 1 in the notice of the Extraordinary General Meeting of the Company dated 18 July 2016.	39,516,490 (3.56%)	1,071,667,525 (96.44%)

As less than 50% of the votes were cast in favour of the resolution as set out in the EGM Notice, such resolution was not passed by the Shareholders as ordinary resolution at the EGM held on 3 August 2016.

RETIREMENT OF DIRECTORS

The Board further announces that since the resolutions in respect of the re-election of Mr. Wong and Mr. Kwong as executive Directors, Mr. Lu as a non-executive Director and Mr. Leung as an independent non-executive Director have not been passed by the Shareholders at the AGM, each of Mr. Wong, Mr. Kwong, Mr. Lu and Mr. Leung has retired from the Board with effect from the conclusion of the AGM. Mr. Wong also ceased to be the chairman of the Board, an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules, the compliance officer of the Company for the purpose of Rule 5.19 of the GEM Listing Rules, the chairman and a member of each of the Nomination Committee, the Executive Committee and the investment committee (the “**Investment Committee**”) of the Company, and a member of the Remuneration Committee with effect from the conclusion of the AGM. Mr. Kwong also ceased to be a member of the Executive Committee with effect from the conclusion of the AGM. Mr. Leung also ceased to be a member of Audit Committee with effect from the conclusion of the AGM. Each of Mr. Wong, Mr. Kwong, Mr. Lu and Mr. Leung has confirmed that he has no disagreement with the Board and that he is not aware of any matter relating to his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Wong, Mr. Kwong, Mr. Lu and Mr. Leung for their valuable contributions to the Company during their tenure of office.

According to Rule 5.05(1) of the GEM Listing Rules, a listed issuer is required to have at least three independent non-executive directors. Following the retirement of Mr. Leung as an independent non-executive Director with effect from the conclusion of the AGM, the Board currently includes two independent non-executive Directors and the number of independent non-executive Directors falls below the number as required under Rule 5.05(1) of the GEM Listing Rules. The Company plans to appoint an additional independent non-executive Director as soon as practicable and in any event within three months from 3 August 2016 pursuant to Rule 5.06 of the GEM Listing Rules, and is in the course of identifying a suitable candidate. Further announcement will be made pursuant to the GEM Listing Rules once the appointment of a new independent non-executive Director is confirmed.

CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE, THE NOMINATION COMMITTEE, THE EXECUTIVE COMMITTEE AND THE INVESTMENT COMMITTEE

Following the retirement of Mr. Wong and Mr. Leung, for the purpose of replacement of certain committees' members, Mr. Hong Sze Lung has been appointed as the chairman and a member of each of the Executive committee, Nomination Committee and Investment Committee, Mr. Lau Wan Pui, Joseph has been appointed as a member of Audit Committee and Mr. Hong Sze Lung has been appointed as a member of the Remuneration Committee. With effect from 3 August 2016, the composition of each of the Audit Committee, the Remuneration Committee, the Nomination Committee, the Executive Committee and the Investment Committee will be as follows:

1. Audit Committee, comprising Mr. Chow Chi Fai (Chairman), Mr. Tam Chak Chi and Mr. Lau Wan Pui, Joseph.
2. Remuneration Committee, comprising Mr. Chow Chi Fai (Chairman), Mr. Hong Sze Lung and Mr. Tam Chak Chi.
3. Nomination Committee, comprising Mr. Hong Sze Lung (Chairman), Mr. Chow Chi Fai and Mr. Tam Chak Chi.
4. Executive Committee, comprising Mr. Hong Sze Lung (Chairman).
5. Investment Committee, comprising Mr. Hong Sze Lung (Chairman) and Mr. Chow Chi Fai.

CHANGE OF CHAIRMAN, AUTHORISED REPRESENTATIVE AND COMPLIANCE OFFICER

Following the retirement of Mr. Wong Ka Wah Albert, the Board is pleased to announce that Mr. Wong Sze Lung, an executive Director, has been appointed as the Chairman of the Board, an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules and the compliance officer of the Company for the purpose of Rule 5.19 of the GEM Listing Rules with effect from 3 August 2016.

RETIREMENT OF AUDITORS

As indicated above, since the resolution in respect of the re-appointment of Messrs Deloitte Touche Tohmatsu as auditors of the Company has not been passed by the Shareholders at the AGM, Messrs Deloitte Touche Tohmatsu has retired and ceased to be the auditors of the Company with effect from the conclusion of the AGM. The Company will further announce the appointment of the auditors of the Company in due course.

The Board confirms that there is no disagreement between the Company and Messrs Deloitte Touche Tohmatsu, and the Board is not aware of any matter in respect of the retirement of Messrs Deloitte Touche Tohmatsu that needs to be brought to the attention of the Shareholders. The Board is in the course of seeking the confirmation of Messrs Deloitte Touche Tohmatsu in this regard and will make further announcement in due course.

The Board would like to take this opportunity to thank Messrs Deloitte Touche Tohmatsu for their services rendered to the Company during their tenure of office.

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

Hong Kong, 3 August 2016

As at the date of this announcement, the Board comprises five Directors, including one executive Director, namely, Mr. Hong Sze Lung; two non-executive Directors namely, Mr. Lau Wan Pui, Joseph and Mr. Law Chung Lam, Nelson and two independent non-executive Directors, namely, Mr. Tam Chak Chi and Mr. Chow Chi Fai.

This announcement, 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 announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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