
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.

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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) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 23 September 2022 at 11 a.m. is set out on pages 17 to 23 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual 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 annual 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 annual 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.

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing novel coronavirus (COVID-19) outbreak, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of Shareholders, staff and stakeholders, **the Company encourages Shareholders, instead of attending the Annual General Meeting in person, to appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting**, by completing and returning the form of proxy in accordance with the instructions printed thereon.

Shareholders and other persons attending the Annual General Meeting should note that, consistent with the government guidelines for the prevention and control of COVID-19, the Company will implement precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the Annual General Meeting, including:

- (a) mandatory body temperature screening;
- (b) mandatory health declaration;
- (c) mandatory wearing of surgical face masks; and
- (d) no refreshments, no food and beverage service, no handing out of corporate gifts or gift coupons, and no eating or drinking is allowed in the Annual General Meeting venue.

For the safety of the attendees at the Annual General Meeting, the Company reserves the right to deny entry into or require any person to leave the Annual General Meeting venue if such person:

- (i) refuses to comply with any of the above precautionary measures;
- (ii) is having a body temperature of over 37.4 degree Celsius;
- (iii) is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine; or
- (iv) has any flu-like symptoms.

The Company seeks the understanding and cooperation of all Shareholders to minimize the risk of spreading COVID-19.

CHARACTERISTICS OF GEM

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

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

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 23 September 2022 at 11 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company, and “Article(s)” shall mean an article of the Articles of Association (as amended from time to time)
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“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
“Company”	Wealth Glory Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Directors”	the directors of the Company
“Eligible Participant(s)”	any Directors (whether executive or non-executive and whether independent or not), any employee (whether full-time or part-time) of the Group, or consultants or advisors of the Group (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), who at the sole discretion of the Board, has contributed to the Group, are eligible for Options under the Share Option Scheme

DEFINITIONS

“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM 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
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 July 2022, being the latest practicable date prior to the printing of this circular
“Model Code”	the Model Code for securities transactions by Director of the listed issuer as set out in Appendix X to the Listing Rules
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the terms thereof
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase 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 Options that may be granted by the Company pursuant to the Share Option Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.024 each in the share capital of the Company
“Share Option Scheme”	the existing share option scheme of the Company adopted by the Company on 27 September 2021

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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. Tse Sing Yu

Ms. Lin Su

Independent non-executive Directors:

Mr. Tam Chak Chi

Mr. Chan Ka Hung

Mr. Liu Yongsheng

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business in

Hong Kong:

Room 1104, Crawford House

70 Queen's Road Central

Central, Hong Kong

29 July 2022

To the Shareholders,

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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

LETTER FROM THE BOARD

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; (iii) details of the Refreshment of Scheme Mandate Limit and (iv) notice of Annual General Meeting.

GENERAL MANDATE

At the AGM, an ordinary resolution will be proposed such that the Directors be given a general mandate (i.e. the General 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 for employees of the Company or Directors and/or any of its subsidiaries 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 granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General 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 746,919,000 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 149,383,800 Shares.

REPURCHASE MANDATE

At the AGM, 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 granting of 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 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 74,691,900 Shares.

LETTER FROM THE BOARD

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate 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 Mandate (including the extended General Mandate) or the Repurchase Mandate (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 Appendix I 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.

RE-ELECTION OF DIRECTORS

According to Article 83(3) of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

According to Articles 84(1) and 84(2) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to one-third) shall retire from office by rotation. Every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year will be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

In accordance with Articles 84(1) and 84(2) of the Articles of Association, Mr. Tse Sing Yu and Mr. Liu Yongsheng shall retire from office by rotation at the AGM. Being eligible, Mr. Tse Sing Yu and Mr. Liu Yongsheng will offer themselves for re-election as Executive Director (as the case may be) at the AGM.

Particulars relating to the Directors who offer themselves for re-election are set out in Appendix II to this circular.

LETTER FROM THE BOARD

REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company on 27 September 2021. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

The Company was allowed to grant Options up to 71,901,900 Shares representing 10% of the number of issued shares of the Company as at the said annual general meeting.

The Company has granted 71,901,900 Options to certain Director and employees of the Company on 30 March 2022 at HK\$0.209 per Share. As at the Latest Practicable Date, the outstanding number of the shares available for issue under the Share Option Scheme is 71,901,900. The details are listed as below:

Grantee	Date of grant	Number of Options	Vesting period	Exercise period	Exercise price
Directors:					
Tse Sing Yu	30 March 2022	7,190,190	no	30 March 2022 to 29 March 2024	HK\$0.209
Lin Su	30 March 2022	7,190,190	no	30 March 2022 to 29 March 2024	HK\$0.209
Employees					
In aggregate	30 March 2022	57,521,520	no	30 March 2022 to 29 March 2024	HK\$0.209
In total		<u>71,901,900</u>			

As at the Latest Practicable Date, there were totally 746,919,000 Shares in issue. Assuming no further Shares are issued or repurchased during the period from the Latest Practicable Date to the AGM, the number of Shares in issue as at the passing of the ordinary resolution will be 746,919,000 Shares. Accordingly it is expected that, upon the approval of the refreshment of the Scheme Mandate Limit at the AGM, and on the assumption that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the AGM, the number of Shares in issue as at the date of passing of the ordinary resolution granting the refreshment of the Scheme Mandate Limit will be 746,919,000 and therefore, the refreshed Scheme Mandate Limit under the AGM would be 74,691,900 Shares, representing 10% of the number of shares in issue at the time of passing the ordinary resolution.

LETTER FROM THE BOARD

In order to provide the Company with greater flexibility in granting Options to eligible participants under the Share Option Scheme as incentives or rewards for their contributions to the Group, an ordinary resolution as set out in the notice of AGM will be proposed to seek Shareholders' approval at the AGM to refresh the Scheme Mandate Limit of the Share Option Scheme to 10% of the Shares in issue as at the date of passing of the resolution.

Pursuant to the terms of the Share Option Scheme and in accordance with the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time. No share options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

Assuming no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the AGM, the number of Shares in issue as at the date of passing of the ordinary resolution granting the refreshment of the Scheme Mandate Limit will be 746,919,000 and therefore, the refreshed Scheme Mandate Limit under the AGM would be 74,691,900 Shares, representing 10% of the number of shares in issue at the time of passing the ordinary resolution, in respect of which options may be granted under the Scheme Mandate Limit as refreshed together with all outstanding options granted and yet to be exercised as at the Latest Practicable Date for an aggregate of 146,593,800 Shares which represent approximately 19.6% of the issued share capital of the Company and does not exceed the 30% limit as at the Latest Practicable Date.

The Directors consider that it is in the best interest of the Company to refresh the Scheme Mandate Limit to permit the grant of further share options under the Share Option Scheme so as to provide incentives to, and recognise the contributions of, the Group's employees and other selected grantees.

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

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted pursuant to the Share Option Scheme under the Scheme Mandate Limit as refreshed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of the share options that may be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had no concrete plan or intention to grant any share options under the Share Option Scheme immediately after obtaining the Shareholders' approval for the proposed refreshment. However, the Board does not rule out the possibility that the Company will grant any share options under the Share Option Scheme in future when such need arise in order to incentivize the respective eligible participants under the schemes. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

ANNUAL GENERAL MEETING

A notice of the AGM is set out on pages 17 to 23 of this circular.

A form of proxy for use at the AGM 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 AGM, 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 AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

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

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 favor of all the resolutions, including but not limited to, (i) the grant of the General Mandate and the Repurchase Mandate; (ii) the re-election of Directors; and (iii) details of the refreshment of Scheme Mandate Limit of the Share Option Scheme to be proposed at the AGM.

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 AGM.

MISCELLANEOUS

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

Yours faithfully
For and on behalf of the Board of
Wealth Glory Holdings Limited
Tse Sing Yu
Executive Director

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 Commission 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 AGM, on the basis of 746,919,000 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 74,691,900 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 and articles of association, 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 2022) in the event that the Repurchase Mandate is exercised in full. The repurchased shares under the Repurchase Mandate, which 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>
2021		
June	0.186	0.150
July	0.194	0.129
August	0.158	0.110
September	0.140	0.085
October	0.207	0.100
November	0.237	0.143
December	0.210	0.167
2022		
January	0.210	0.175
February	0.239	0.161
March	0.330	0.122
April	0.221	0.170
May	0.170	0.160
June	0.170	0.170
July (up to the Latest Practicable Date)	0.211	0.162

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 of Association 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 close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

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, none of the Shareholders are interested 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 purchases 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.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) **Mr. Tse Sing Yu (“Mr. Tse”)**

Executive Director

Mr. Tse, aged 41, was appointed as an executive director in September 2016 and was appointed as a chairman of the executive committee (the “**Executive Committee**”) and the nomination committee (the “**Nomination Committee**”), a member of the remuneration committee (the “**Remuneration Committee**”) of the Company in December 2016. Mr. Tse has been appointed as an authorised representative and the compliance officer of the Company since December 2016. He is also a director of various subsidiaries of the Company.

Mr. Tse is currently the chief operating officer (the “**COO**”) of the Company. He is specialized in strategic planning with extensive experience in corporate management and business promotion particularly in the catering and retail industries.

Mr. Tse is appointed for a term of 3 years and is subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. He will receive a director’s remuneration as per a service contract with the Company for his role as an executive Director, subject to approval by the Shareholders in annual general meeting and annual review by the Board. In determining his director’s remuneration, the Board has taken into account the level of remuneration paid to executive directors of other listed companies, time and responsibilities committed and assumed by his in attending to the affairs of the Company and the recommendations given by the Remuneration Committee. Under Mr. Tse’s service agreement, he is entitled to an emolument of HK\$396,000 per annum, together with discretionary management bonus and such share options which may be granted under the share option scheme adopted by the Company to be determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities with the Company, the Company’s performance and prevailing market condition.

As at the Latest Practicable Date, Mr. Tse had a personal interest of 2,790,000 Shares (representing approximately 0.4% of the issued share capital of the Company) and interested in 7,190,190 Shares which is Options granted on 30 March 2022, within the meaning of Part XV of the SFO.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Mr. Tse does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company; or (v) have and deemed to have any other interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other matters concerning Mr. Tse that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Tse that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

(2) Mr. Liu Yongsheng (“Mr. Liu”)

Independent Non-executive Director

Mr. Liu, aged 67, was appointed as an independent non-executive director in October 2016 and was appointed as a member of the Audit Committee. Mr. Liu has extensive experience in the real estate industry and the jewelry industry in The People’s Republic of China. He has over 35 years of marketing management experience in the said industries.

Mr. Liu is appointed for a term of 3 years and is subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. He will receive a director’s remuneration as per a service contract with the Company for his role as an independent non-executive director, subject to approval by the Shareholders in annual general meeting and annual review by the Board. In determining his director’s remuneration, the Board has taken into account the level of remuneration paid to non-executive directors of other listed companies, time and responsibilities committed and assumed by him in attending to the affairs of the Company and the recommendations given by the Remuneration Committee. Under Mr. Liu’s service agreement, he is entitled to an emolument of HK\$120,000 per annum.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company; or (v) have and deemed to have any other interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Liu that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

NOTICE OF ANNUAL 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)

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing novel coronavirus (COVID-19) outbreak, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of Shareholders, staff and stakeholders, **the Company encourages Shareholders, instead of attending the Annual General Meeting in person, to appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting**, by completing and returning the form of proxy in accordance with the instructions printed thereon.

Shareholders and other persons attending the Annual General Meeting should note that, consistent with the government guidelines for the prevention and control of COVID-19, the Company will implement precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the Annual General Meeting, including:

- (a) mandatory body temperature screening;
- (b) mandatory health declaration;
- (c) mandatory wearing of surgical face masks; and
- (d) no refreshments, no food and beverage service, no handing out of corporate gifts or gift coupons, and no eating or drinking is allowed in the Annual General Meeting venue.

For the safety of the attendees at the Annual General Meeting, the Company reserves the right to deny entry into or require any person to leave the Annual General Meeting venue if such person:

- (i) refuses to comply with any of the above precautionary measures;
- (ii) is having a body temperature of over 37.4 degree Celsius;
- (iii) is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine; or
- (iv) has any flu-like symptoms.

The Company seeks the understanding and cooperation of all Shareholders to minimize the risk of spreading COVID-19.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Wealth Glory Holdings Limited (the “**Company**”) will be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on 23 September 2022 at 11 a.m. for the following purposes:–

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and external auditor (“**Auditor**”) for the year ended 31 March 2022.
2. (a) to re-elect Mr. Tse Sing Yu as Executive Director;
(b) to re-elect Mr. Liu Yongsheng as Independent Non-Executive Director; and
(c) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. to re-appoint Messrs Elite Partners CPA Limited as Auditor and to authorise the Board to fix their remuneration.
4. as special business, to consider and, if thought fit, passing the following resolutions (the “**Resolution(s)**”) as ordinary Resolutions with or without amendments:
 - A. “**THAT:**
 - (I) subject to paragraph (III) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprises Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares of the Company (each a “**Share**”) of HK\$0.024 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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
 - (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

NOTICE OF ANNUAL GENERAL MEETING

(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).”

B. “**THAT:**

- (I) subject to paragraph (II) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to 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;

NOTICE OF ANNUAL GENERAL MEETING

(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.”

C. “**THAT** conditional upon the passing of resolutions numbered 4A and 4B 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 4A 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 4B, 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 4B.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below), the refreshment of the existing limit in respect of the grant of options to subscribe for Shares under the share option scheme adopted by the Company on 27 September 2021 (the “**Share Option Scheme**”) be and is hereby approved provided that the total number of share capital of the Company which may be allotted or issued pursuant to the exercise of options granted under the Share Option Scheme and any other schemes of the Company (excluding options previously

NOTICE OF ANNUAL GENERAL MEETING

granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme or such other scheme(s) of the Company) shall not exceed 10% of the total number of the share capital of the Company in issue at the date of passing this resolution (the “**Scheme Mandate Limit**”) and the Directors be and are hereby authorised to grant options under the Share Option Scheme up to the Scheme Mandate Limit, to exercise all powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

Yours faithfully
For and on behalf of the Board of
Wealth Glory Holdings Limited
Tse Sing Yu
Executive Director

Hong Kong, 29 July 2022

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681 Grand Cayman
KY1-1111 Cayman Islands

*Principal place of business in
Hong Kong:*
Room 1104, Crawford House
70 Queen’s Road Central
Central, Hong Kong

As at the date of this notice, the Board comprises five Directors, including two executive Directors, namely Mr. Tse Sing Yu, Ms. Lin Su and three independent non-executive Directors, namely Mr. Chan Ka Hung, Mr. Tam Chak Chi and Mr. Liu Yongsheng.

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.

NOTICE OF ANNUAL GENERAL MEETING

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 annual 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 annual general meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 19 September 2022 to Friday, 23 September 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with 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 no later than 4:30 p.m. on Friday, 16 September 2022.
4. In relation to the proposed Resolutions no. 4A and 4C 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.
5. In relation to the proposed Resolution no. 4B 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.
6. 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.
7. 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.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the websites of the Company at www.wealthglory.com and the GEM at www.hkgem.com to notify Shareholders of the date, time and place of the rescheduled meeting.
9. Any voting at the meeting shall be taken by poll.