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) PROPOSED RE-APPOINTMENT OF AUDITOR; 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, 26 September 2025 at 11 a.m. is set out on pages 14 to 19 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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

31 July 2025

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.

CONTENTS

Page

Characteristics of GEM i

Definitions 1

Letter from the Board 3

Introduction 3

General Mandate 4

Repurchase Mandate 4

Re-election of Directors 5

Proposed Re-appointment of the Auditor 5

Annual General Meeting 6

Responsibility Statement 6

Recommendation 7

General 7

Miscellaneous 7

Appendix I – Explanatory Statement 8

Appendix II – Particulars of Directors for Re-election 12

Notice of Annual General Meeting 14

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 Friday, 26 September 2025 at 11 a.m. or any adjournment thereof
"Board"	the board of Directors
"close associate(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"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
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares (including any sale and transfer of treasury shares out of treasury) of up to 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting such mandate
"Latest Practicable Date"	25 July 2025, being the latest practicable date prior to the printing of this circular

"Options"	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the terms thereof
"Repurchase Mandate"	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting such mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.024 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs
"treasury shares"	has the meaning ascribed to it under the GEM Listing Rules
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

WEALTH GLORY HOLDINGS LIMITED

富譽控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8269)

Executive Director:
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

31 July 2025

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) PROPOSED RE-APPOINTMENT OF AUDITOR; 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.

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; (iii) the proposed re-appointment of auditor of the Company; and (iv) notice of AGM.

GENERAL MANDATE

At the annual general meeting of the Company held on 27 September 2024, the Directors were granted a general unconditional mandate to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) on the date of passing the relevant resolutions. The existing general mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to give the Directors a general unconditional mandate to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) on the date of passing the relevant resolutions. Such general mandate, if granted at the AGM, would expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (c) when varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

Assuming that no Shares will be issued or repurchased by the Company subsequent to the Latest Practicable Date and up to the date of the AGM, the Shares in issue as at the date of the AGM will be 890,722,800 Shares. Subject to the approval of the Shareholders for the grant of the Issue Mandate, the Directors will be authorised to issue and allot a maximum of 178,144,560 Shares (not taking into account the extension of the Issue Mandate to add the number of Shares to be repurchased by the Company under the Repurchase Mandate) if the Issue Mandate is granted.

If the Issue Mandate is granted together with the Repurchase Mandate, a separate ordinary resolution will be proposed to increase the number of issued Shares which may be issued and allotted under the Issue Mandate by the aggregate number of Shares repurchased by the Company under the Repurchase Mandate. The Company does not have any present intention to exercise the Issue Mandate (if granted at the AGM).

REPURCHASE MANDATE

At the annual general meeting of the Company held on 27 September 2024, the Directors were granted a general unconditional mandate to repurchase Shares with the number not exceeding 10% of the number of issued Shares (excluding treasury shares, if any). Such mandate had not been utilised as at the Latest Practicable Date and will lapse at the conclusion of the AGM (assuming such mandate remains unutilised up to the date of the AGM).

An ordinary resolution will be proposed at the AGM to give the Directors a general unconditional mandate to repurchase Shares with the number not exceeding 10% of the number of issued Shares (excluding treasury shares, if any) on the date of passing the relevant resolutions. Such general mandate, if granted at the AGM, would expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (c) when varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

Assuming that no Shares will be issued or repurchased by the Company subsequent to the Latest Practicable Date and up to the date of the AGM, the Shares in issue as at the date of the AGM will be 890,722,800 Shares. Subject to the approval of the Shareholders for the grant of the Repurchase Mandate, the Company will be authorised to repurchase up to a maximum of 89,072,280 Shares under the Repurchase Mandate if granted.

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, Ms. Lin Su and Mr. Chan Ka Hung shall retire from office by rotation at the AGM. Being eligible, Ms. Lin Su and Mr. Chan Ka Hung will offer themselves for re-election as executive Director and independent non-executive Director respectively (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.

PROPOSED RE-APPOINTMENT OF THE AUDITOR

The Board proposed to re-appoint Infinity CPA Limited as the auditor of the Company and to hold office until the next annual general meeting of the Company.

ANNUAL GENERAL MEETING

A notice of the AGM is set out on pages 14 to 19 of this circular.

The register of members of the Company will be closed from Monday, 22 September 2025 to Friday, 26 September 2025 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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 19 September 2025.

The record date for the purpose of determining the eligibility of the shareholders to attend and vote at the Annual General Meeting will be Friday, 26 September 2025.

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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; (iii) the re-appointment of auditor of the Company to be proposed at the AGM.

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
Lin Su
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. REPURCHASE PROPOSAL

At the Annual General Meeting, an ordinary resolution will be proposed for Shareholders' approval whereby the Directors will be given a general and unconditional mandate to exercise all powers of the Company to repurchase its issued Shares subject to the criteria as set out in this appendix.

While it is not possible to anticipate in advance any specific circumstances in which the Directors might consider it appropriate to repurchase Shares, the Directors believe that the grant of a general mandate to repurchase Shares would provide the Company additional flexibility that would be beneficial to the Company and the Shareholders as a whole. The repurchases may, depending on the market conditions and funding arrangements of the Company at the material time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

For any treasury shares deposited with the Central Clearing and Settlement System (the "**CCASS**") pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them

in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

On the basis of the consolidated financial position of the Company as at 31 March 2025 (being the date on which the latest published audited financial statements of the Company have been made up) and in particular the working capital or gearing position of the Company at that time and the number of Shares now in issue, the Directors consider that there may be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed repurchase mandate was to be exercised in full at any time during the proposed repurchase period. However, no repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company, nor if on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

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 2025) 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	**Lowest**
	HK$	*HK$*
2024		
August	0.028	0.028
September	0.031	0.021
October	0.113	0.033
November	0.060	0.060
December	0.090	0.055
2025		
January	0.064	0.064
February	0.052	0.048
March	0.046	0.044
April	0.045	0.030
May	0.125	0.035
June	0.182	0.095
July (up to the Latest Practicable Date)	0.650	0.188

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.

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) Ms. Lin Su ("Ms. Lin")

Executive Director

Ms. Lin, aged 42, was appointed as an executive Director in September 2016 and was appointed as the chairman of the Nomination Committee and a member of the Remuneration Committee and the Investment Committee. Ms. Lin graduated from 陝西國際商貿學院 (Shanxi Institute of International Trade & Commerce*) in the People's Republic of China (the "**PRC**") specialized in computer information management. Ms. Lin has over ten years of experience in the finance industry. Prior to joining the Company, she held senior position in a sizeable financial institution in the PRC.

Ms. Lin is appointed for a term of 1 year and is subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. She will receive a director's remuneration as per a service contract with the Company for her role as an executive Director, subject to approval by the Shareholders in annual general meeting and annual review by the Board. In determining her 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 her in attending to the affairs of the Company and the recommendations given by the Remuneration Committee. During the year ended 31 March 2025, Ms. Lin received an emolument of HK$126,000, which was determined by the Board and the remuneration committee of the Company with reference to her duties and responsibilities with the Company, the Company's performance and prevailing market condition.

As at the Latest Practicable Date, Ms. Lin has a personal interest in 2,790,000 Shares (representing approximately 0.3% of the issued share capital of the Company) (excluding treasury shares, if any).

Save as disclosed above, as at the Latest Practicable Date, Ms. Lin 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 Ms. Lin that need to be brought to the attention of the Shareholders nor is there any information relating to Ms. Lin 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. Chan Ka Hung ("Mr. Chan")

Independent non-executive Director

Mr. Chan, aged 44, was appointed as an independent non-executive Director in October 2016 and was appointed as a member of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Investment Committee. Mr. Chan holds a bachelor's degree of Applied Physics from the City University of Hong Kong. He has over 17 years of experience in project management and business development in the industrial and manufacturing field particularly in the semiconductor industry.

Mr. Chan has renewed the letter of appointment for a term of 1 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 nonexecutive 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. During the year ended 31 March 2025, Mr. Chan received an emolument of HK$120,000, which was determined by the Board with reference to his duties and experience.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan 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. Chan that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Chan that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

WEALTH GLORY HOLDINGS LIMITED

富譽控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8269)

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 Friday, 26 September 2025 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 of the Company for the year ended 31 March 2025.

2. (a) to re-elect Ms. Lin Su as executive Director;

   (b) to re-elect Mr. Chan Ka Hung as independent non-executive Director; and

   (c) to authorise the board of Directors (the "**Board**") to fix the Directors' remuneration.

3. to re-appoint Infinity CPA Limited as the external auditor of the Company and to authorize the board of directors to fix their remuneration thereof.

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 GEM (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 or to resell treasury shares of the Company (if permitted under the GEM Listing Rules) 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

(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 (excluding treasury shares, if any) 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 (excluding treasury shares, if any) 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)."

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;

(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 (excluding treasury shares, if any) 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 (excluding treasury shares, if any) as at the date of passing of the said resolution numbered 4B."

Yours faithfully
For and on behalf of the Board of
Wealth Glory Holdings Limited
Lin Su
Executive Director

Hong Kong, 31 July 2025

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 four Directors, including one executive Director, namely 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.

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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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, 22 September 2025 to Friday, 26 September 2025 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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 19 September 2025. The record date for the purpose of determining the eligibility of the members of the Company to attend and vote at the Annual General Meeting will be Friday, 26 September 2025.

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. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed and members of the Company will be informed of the date, time and venue of the postponed Annual General Meeting by a supplemental notice posted on the respective websites of the Company and the Stock Exchange.

   (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours or more before the appointed time of the Annual General Meeting and where conditions permit, the Annual General Meeting will be held as scheduled.

   (c) The Annual General Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

   (d) After considering their own situations, members of the Company should decide on their own whether or not they would attend the Annual General Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

9. Any voting at the meeting shall be taken by poll.