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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)

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 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.