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)

PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND SUB-DIVISION OF UNISSUED SHARE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company to be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong on Friday, 31 January 2020 at 11:00 a.m. is set out on pages 11 to 14 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular.

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

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

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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:

"Board" the board of Directors

"Capital Reduction" the reduction of the issued share capital of the Company

by reducing the par value of each issued Ordinary Share from HK\$0.24 to HK\$0.024 by cancelling the paid up share capital to the extent of HK\$0.216 per issued

Ordinary Share

"CCASS" the Central Clearing and Settlement System established

and operated by HKSCC

"Companies Law" the Companies Law, Cap. 22 (Law 3 of 1961), of the

Cayman Islands as consolidated and revised

"Company" Wealth Glory Holdings Limited (富譽控股有限公司), a

company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM

"Court" the Grand Court of the Cayman Islands

"Director(s)" the director(s) of the Company

"EGM" the extraordinary general meeting of the Company to be

convened for the purpose of considering and, if thought fit, approving, among other things, the Capital Reduction and

the Sub-division

"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 (from time to time)

"HK\$" Hong Kong dollar(s), the lawful currency of Hong Kong

"HKSCC" the Hong Kong Securities Clearing Company Limited

"Hong Kong" Hong Kong Special Administrative Region of the People's

Republic of China

"Latest Practicable Date" 6 January 2020, being the latest practicable date prior to

the printing of this circular

DEFINITIONS

"Listing Committee" has the meaning ascribed thereto under the GEM Listing

Rules

"New Ordinary Share(s)" ordinary share(s) with par value of HK\$0.024 each in the

share capital of the Company immediately following the Capital Reduction and the Sub-division becoming effective

"Ordinary Share(s)" ordinary share(s) with par value of HK\$0.24 each in the

share capital of the Company prior to the Capital

Reduction and the Sub-division becoming effective

"Share(s)" the ordinary share(s)

"Shareholder(s)" the holder(s) of the Share(s)

"Share Option(s)" share option(s) granted under the Share Option Scheme

entitling the holders thereof to subscribe for Share(s)

"Share Option Scheme" the share option scheme of the Company adopted on

26 September 2010

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"Sub-division" the sub-division of each authorised but unissued Ordinary

Share into 10 unissued New Ordinary Shares

"%" per cent

EXPECTED TIMETABLE

The expected timetable for the Capital Reduction and the Sub-division is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only.

Event Time and Date			
Latest time for lodging share transfer in order to qualify for attending and voting at the EGM 4:00 p.m. on Thursday, 23 January 2020			
Closure of register of members for determining the entitlement to attend and vote at the EGM			
(both dates inclusive)			
Latest time for lodging forms of proxy for the EGM			
Date and time of the EGM			
Announcement of voting results of the EGM			
The following events are conditional on the results of the EGM and the approval from the Court and therefore the dates are tentative:			
Expected time of the Capital Reduction and the Sub-division			
Commencement of dealing in the New Shares 9:00 a.m. on Friday, 29 May 2020			
First day of free exchange of existing share certificates for new share certificates for the New Shares			
Last day for free exchange of existing share certificates for new share certificates for the New Shares Friday, 3 July 2020			
Note: All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.			

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:

12/F, The Pemberton

No. 22-26 Bonham Strand

Hong Kong

8 January 2020

To the Shareholders

Dear Sir or Madam,

PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND SUB-DIVISION OF UNISSUED SHARE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcements of the Company dated 2 January 2020 in respect of the proposed capital reduction of issued shares and sub-division of unissued share. The purpose of this circular is to provide you among other things, details of (i) the Capital Reduction and the Sub-division and (ii) the notice of the EGM to be convened.

PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND SUB-DIVISION OF UNISSUED SHARES

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 416,666,666_{2/3} Ordinary Shares, of which 205,434,000 Ordinary Shares have been issued and are fully paid or credited as fully paid. The Board proposes the Capital Reduction and the Sub-division to be implemented in the following manner:

- (i) the par value of each of the issued Ordinary Shares be reduced from HK\$0.24 to HK\$0.024 per issued Ordinary Share by cancelling the paid up share capital to the extent of HK\$0.216 per issued Ordinary Share by way of a reduction of capital, so as to form issued New Ordinary Shares with par value of HK\$0.024 each;
- (ii) the credit arising from the Capital Reduction be applied towards offsetting the accumulated loss of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated loss of the Company. The balance of credit (if any) will be transferred to a distributable reserve account of the Company and be applied for such purposes as permitted by all applicable laws and the memorandum and articles of association of the Company and as the Board considers appropriate;
- (iii) immediately following the Capital Reduction, each of the authorised but unissued Ordinary Shares with par value of HK\$0.24 each be subdivided into 10 New Ordinary Shares with par value of HK\$0.024 each; and
- (iv) each of the New Ordinary Shares arising from the Capital Reduction and Sub-division shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company.

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Capital Reduction and the Sub-division become effective, the share capital structure of the Company will be as follows:

	As at the Latest Practicable Date	Immediately after the Capital Reduction and the Sub-division becoming effective
Par value per Share	HK\$0.24	HK\$0.024
Amount of the authorised share capital Ordinary Shares	HK\$100,000,000	HK\$100,000,000
Number of authorised shares - Ordinary Shares	416,666,666 _{2/3}	4,166,666,666 _{2/3}
Amount of the issued share capital	HK\$49,304,160	HK\$4,930,416
Number of issued shares	205,434,000 Ordinary Shares	205,434,000 New Ordinary Shares

The size of each board lot of the New Ordinary Shares will remain the same as that of the Shares, being 10,000 New Ordinary Shares per board lot. The New Ordinary Shares will rank pari passu in all respects with each other.

As at the Latest Practicable Date, 205,434,000 Ordinary Shares have been issued and are fully paid or credited as fully paid. Assuming that the par value of each of the 205,434,000 issued Ordinary Shares will be reduced from HK\$0.24 to HK\$0.024 per issued Ordinary Share by cancelling the paid up share capital to the extent of HK\$0.216 per issued Ordinary Share by way of a reduction of capital, so as to form issued New Ordinary Shares with par value of HK\$0.024 each, the Company's existing issued share capital of HK\$49,304,160 will be reduced by HK\$44,373,744 to HK\$4,930,416.

As at the Latest Practicable Date, there are outstanding Share Options for subscription of an aggregate of 17,119,650 Shares under the Share Option Scheme. The Directors will determine, according to the rules of the Share Option Scheme, the adjustments (if any) required to be made in respect of the outstanding options as a result of the Capital Reduction and the Sub-division. The Company will make further announcement(s) on such adjustments as and when appropriate.

Save for the aforesaid, the Company has no other outstanding options, warrants or securities in issue which are convertible or exchangeable into Shares as at the Latest Practicable Date.

Reasons for and Effects of the Capital Reduction and the Sub-division

The proposed Capital Reduction and Sub-division will enable the par value of the Shares to be reduced from HK\$0.24 to HK\$0.024 each. The credit arising from the Capital Reduction will be applied towards offsetting the accumulated loss of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated loss of the Company. The balance of credit (if any) will be transferred to the distributable reserve account of the Company which may be utilised by the Directors as a distributable reserve.

The Board is of the opinion that the proposed Capital Reduction will give greater flexibility to the Company to declare dividends and/or to undertake any corporate exercise which requires the use of distributable reserves in the future, subject to the Company's performance and when the Board considers that it is appropriate to do so in the future.

The Board considers that the Capital Reduction and Sub-division will enable the nominal or par value of the Shares to be reduced from HK\$0.24 to HK\$0.024 each, thus giving greater flexibility to the Company to issue new Shares in the future given that the Company is not permitted, without order of the Court, to issue new Shares below their nominal or par value. It is important for Shareholders to note that, at this stage, there can be no assurance that any dividends will be declared or paid in the future, or that the Company will issue New Ordinary Shares, even if the Capital Reduction and the Sub-division take effect.

The Company intends to conduct further fund raising exercises to improve the financial position of the Company in the coming 12 months should the opportunities arise. However, as at present, the Company has no agreement, arrangement, understanding or negotiation with any parties for any potential fund raising activities.

As such, the Directors are of the view that the Capital Reduction and the Sub-division are in the best interests of the Company and its Shareholders as a whole.

Save for applying the credit arising from the Capital Reduction towards offsetting the accumulated loss of the Company and the expenses to be incurred in relation to the Capital Reduction and the Sub-division, the Directors consider that the Capital Reduction and the Sub-division will have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders in the Company.

Conditions of the Capital Reduction and the Sub-division

The Capital Reduction and the Sub-division are conditional on the following conditions being fulfilled:

- (i) the Shareholders' approval by way of special resolution at the EGM to be convened and held to consider and, if thought fit, approve, among other things, the Capital Reduction and the Sub-division;
- (ii) an order being made by the Court confirming the Capital Reduction;
- (iii) compliance with any conditions which the Court may impose in relation to the Capital Reduction;
- (iv) registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law with respect to the Capital Reduction; and
- (v) the Listing Committee granting the listing of, and permission to deal in, the New Ordinary Shares arising from the Capital Reduction and the Sub-division.

The Capital Reduction and the Sub-division will become effective when the conditions mentioned above are fulfilled. Upon the approval by the Shareholders of the Capital Reduction and the Sub-division at the EGM, the legal advisors to the Company (as to the Cayman Islands Law) will apply to the Court for hearing date(s) to confirm the Capital Reduction and a further announcement will be made by the Company as soon as practicable after the Court hearing date(s) is confirmed.

Listing and Dealings

Application will be made to the Listing Committee for the listing of, and permission to deal in, the New Ordinary Shares arising from the Capital Reduction and the Sub-division.

The New Ordinary Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the New Ordinary Shares on the Stock Exchange, the New Ordinary Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Ordinary Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Free Exchange of Certificates for New Ordinary Shares

As the Court hearing date(s) has yet to be fixed, the effective date of the Capital Reduction is not ascertainable at present. Should the Capital Reduction and the Sub-division become effective, Shareholders may submit existing certificates for the Ordinary Shares to the registrar of the Company, Union Registrars Limited at 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for exchange, at the expense of the Company, within one month from the effective date of the Capital Reduction and the Sub-division, for certificates for the New Ordinary Shares. Details of such free exchange of share certificates will be announced as soon as the effective date of the Capital Reduction and the Sub-division is ascertained.

All existing certificates of the Ordinary Shares will continue to be evidence of title to such Ordinary Shares and be valid for delivery, trading and settlement purpose.

EGM

A notice convening the EGM to be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong on Friday, 31 January 2020 at 11:00 a.m. is set out on pages 11 to 14 of this circular. At the EGM, ordinary resolution in respect of proposed Capital Reduction and the Sub-division will be proposed to the Shareholders.

To the best knowledge of the Directors, no Shareholders have a material interest in the proposed Capital Reduction and the Sub-division and accordingly, no Shareholders will have to abstain from voting at the EGM.

Whether or not you are able to attend the EGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM (i.e. 11:00 a.m. on Wednesday, 29 January 2020 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any votes of the shareholders at a general meeting must be taken by poll. Accordingly, all resolutions set out in the EGM notice to be considered and, if thought fit, passed at the EGM shall be voted by way of poll by the Shareholders. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

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 consider that the proposed Capital Reduction and the Sub-division is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution at the EGM.

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

Executive Director

WEALTH GLORY HOLDINGS LIMITED

富譽控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8269)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the "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, 31 January 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

"THAT subject to and conditional upon (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands ("Court"); (ii) the compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction (as defined below) and the minutes approved by the Court containing the particulars required under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands with respect to the Capital Reduction (as defined below); and (iv) The Stock Exchange of Hong Kong Limited ("Stock Exchange") granting the listing of, and permission to deal in, the New Ordinary Shares (as defined below) arising from the Capital Reduction (as defined below) and the Share Sub-division (as defined below), with effect from the date on which the aforesaid conditions are fulfilled ("Effective Date"):

(a) the issued and paid-up share capital of the Company be reduced ("Capital Reduction") by reducing the par value and each existing share HK\$0.24 of the Company ("Existing Ordinary Share") in issue on the Effective Date from HK\$0.24 each to HK\$0.024 each by cancelling the paid-up capital to the extent of HK\$0.216 on each Existing Ordinary Share in issue on the Effective Date so that following the Capital Reduction each such issued Existing Ordinary Share with a par value of HK\$0.24 shall be treated as one fully paid-up share with a par value of HK\$0.024 ("New Ordinary Shares") in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company;

- (b) immediately following the Capital Reduction becoming effective, each of the then authorised but unissued Existing Ordinary Shares with a par value of HK\$0.24 be subdivided into 10 unissued New Ordinary Shares with a par value of HK\$0.024 each in the share capital of the Company ("Sub-division");
- (c) the credits arising from the Capital Reduction shall be applied towards offsetting the accumulated deficit of the Company as at the Effective Date and the balance (if any) will be transferred to a distributable reserve account of the Company which may be utilised by the directors of the Company ("Directors") as a distributable reserve in accordance with the articles of association of the Company and all applicable laws and rules (including the Rules Governing the Listing of Securities on GEM ("GEM Listing Rules")) including, without limitation, eliminating or setting off the accumulated deficits of the Company which may arise from time to time and/or paying dividend and/or making any other distribution out of such account from time to time and all actions in relation thereto be approved, ratified and confirmed;
- (d) each of the New Ordinary Shares arising from the Capital Reduction and Sub-division shall rank *pari passu* in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and
- (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction and the Sub-division."

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

Executive Director

Hong Kong, 8 January 2020

Registered office: Cricket Square, Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands Principal place of business in Hong Kong: 12/F, The Pemberton No. 22-26 Bonham Strand 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.

Notes:

- A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or
 more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his
 stead. A proxy need not be a member of the Company.
- 2. A form of proxy for use at the extraordinary general meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong at least 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof.
- 3. The register of members of the Company will be closed from Friday, 24 January 2020 to Friday, 31 January 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Extraordinary 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 4:00 p.m. on Thursday, 23 January 2020.
- 4. 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.

- 5. The Meeting is expected to last for less than half a day. Members (in person or by proxy) attending the Meeting are responsible for their own transportation and accommodation expenses. Members or their proxies attending the Meeting shall present their identity certifications.
- 6. 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 EGM, the EGM will be postponed. The Company will post an announcement on the websites of the Company at www.wealthglory.com and the GEM at www.hkgem.com to notify Shareholders of the date, time and place of the rescheduled meeting.
- 7. Any voting at the meeting shall be taken by poll.