

Prestige Wealth Inc.
(incorporated in the Cayman Islands with limited liability)
(Nasdaq: PWM)

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of shareholders of Prestige Wealth Inc., a Cayman Islands exempted company with limited liability (the “**Company**”), will be held on March 27, 2025, at 10:30 a.m., local time, at Office Unit 6620B, 66/F, The Center, 99 Queen's Road Central, Central, Hong Kong, for the purpose of shareholders considering and if thought fit passing the following resolutions:

1. It is resolved as a special resolution that, subject to the Company receiving consent to the Class B Variation (as defined in the proxy statement) from such class of shareholders in accordance with Article 11, the Company adopt the third amended and restated memorandum and articles of association (the “**A&R M&AA**”), substantially in the form of Appendix A attached hereto, in substitution for, and to the exclusion of, the Company’s existing second amended and restated memorandum and articles of association, to, amongst other things, reflect the Class B Variation.
2. It is resolved as an ordinary resolution that, the EGM be adjourned to a later date or dates or sine die, if necessary, to permit further solicitation and vote of proxies if, at the time of EGM, there are not sufficient votes for, or otherwise in connection with, the approval of the foregoing proposals or any proposal to be presented at the EGM to be held on or about the date of the meeting.

The foregoing items of business are described in the proxy statement accompanying this notice. The board of directors of the Company (the “**Board of Directors**”) unanimously recommends that the shareholders vote “FOR” for all the items.

The Board of Directors has fixed the close of business on March 13, 2025 as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of and to vote at the EGM or any adjournment thereof. Only holders of Class A ordinary shares of par value US\$0.000625 each and Class B ordinary shares of par value US\$0.000625 each in the capital of the Company on the Record Date are entitled to receive notice of and to vote at the EGM or any adjournment thereof.

A shareholder who is entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of that shareholder. Such proxyholder need not be a member.

Shareholders may obtain a copy of the proxy materials, including the Company’s 2024 annual report, from the Company’s website at <http://ir.prestigewm.hk/>. This notice of the EGM, the accompanying proxy statement, and the proxy card will be sent or made available to shareholders on or about March 13, 2025.

By Order of the Board of Directors,

/s/ Kazuho Komoda

Kazuho Komoda

Chairman of the Board of Directors

March 13, 2025

Prestige Wealth Inc.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

MARCH 27, 2025

10:30 A.M., LOCAL TIME

PROXY STATEMENT

The board of directors (the “**Board of Directors**”) of Prestige Wealth Inc. (the “**Company**”) is soliciting proxies for the extraordinary general meeting of shareholders (the “**EGM**”) of the Company to be held on March 27, 2025, at 10:30 a.m., local time, at Office Unit 6620B, 66/F, The Center, 99 Queen's Road Central, Central, Hong Kong, or any adjournment thereof.

Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the EGM or any adjournment thereof in real time. Beneficial shareholders who hold their shares through a broker, investment dealer, bank, trust corporation, custodian, nominee or other intermediary who have not duly appointed themselves as proxyholder will be able to attend as guests and may view the webcast, but will not be able to participate in or vote at the EGM.

Only holders of Class A ordinary shares of par value US\$0.000625 each (the “**Class A Ordinary Shares**”) and Class B ordinary shares of par value US\$0.000625 each (the “**Class B Ordinary Shares**”) in the capital of the Company of record at the close of business on March 13, 2025 (the “**Record Date**”) are entitled to attend and vote at the EGM or at any adjournment thereof. One or more shareholders holding shares of the Company present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative, that represent not less than one-third of the outstanding shares carrying the right to vote at the EGM shall be a quorum for all purposes.

Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on such shareholder’s behalf. A proxy need not be a shareholder of the Company. Each holder of the Company’s Class A Ordinary Shares shall be entitled to one vote in respect of each Class A Ordinary Share held by such holder on the Record Date. Each holder of the Company’s Class B Ordinary Shares shall be entitled to 20 votes in respect of each Class B Ordinary Shares held by such holder on the Record Date.

PROPOSALS TO BE VOTED ON

At the EGM, resolutions will be proposed as follows:

1. It is resolved as a special resolution that, subject to the Company receiving consent to the Class B Variation (as defined below) from such class of shareholders in accordance with Article 11, the Company adopt the third amended and restated memorandum and articles of association (the “**A&R M&AA**”), substantially in the form of Appendix A attached hereto, in substitution for, and to the exclusion of, the Company’s existing second amended and restated memorandum and articles of association, to, amongst other things, reflect the Class B Variation.
2. It is resolved as an ordinary resolution that, the EGM be adjourned to a later date or dates or sine die, if necessary, to permit further solicitation and vote of proxies if, at the time of the EGM, there are not sufficient votes for, or otherwise in connection with, the approval of the foregoing proposals or any proposal to be presented at the EGM to be held on or about the date of the meeting.

The Board of Directors unanimously recommends a vote “FOR” each of the Proposals No. 1 and 2.

VOTING PROCEDURE FOR HOLDERS OF SHARES

Shareholders entitled to vote at the EGM may do so either in person or by proxy. Those shareholders who are unable to attend the EGM are requested to read, complete, sign, date, and return the attached proxy card in accordance with the instructions set out therein.

A proxy need not be a shareholder of the Company. A proxy card is enclosed with this proxy statement. It contains important instructions about completing and giving it to the Company.

You must ensure that your completed and signed proxy card, and any power of attorney or other authority (if any) under which it is signed, is deposited in accordance with the instructions set out therein. Proxy cards received after the time set out therein may be disregarded.

In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy (or, if a corporation or other non-natural person, by its duly authorized representative or proxy) shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which names stand in the Company's register of members.

If you are a body corporate, you may (instead of appointing a proxy) appoint an individual (a representative) to act as your representative at the EGM. A body corporate wishing to act by a duly authorized representative must identify that person to the Company by notice in writing delivered to the Company prior to the EGM. The Board of Directors reserve the right to require production of any evidence considered necessary to determine the validity of the notice. Where a duly authorised representative is present at a meeting that shareholder is deemed to be present in person; and the acts of the duly authorised representative are personal acts of that shareholder.

ANNUAL REPORT TO SHAREHOLDERS

Pursuant to the Marketplace Rules of Nasdaq Stock Market, LLC ("**Nasdaq**"), which permit companies to make available their annual report to shareholders on or through the company's website, the Company posts its annual reports on the Company's website. The annual report for the fiscal year ended September 30, 2024 (the "**2024 Annual Report**") has been filed with the U.S. Securities and Exchange Commission. The Company adopted this practice to avoid the considerable expense associated with mailing physical copies of such report to record holders. You may obtain a copy of the Company's 2024 Annual Report at <http://ir.prestigewm.hk/>.

PROPOSAL NO. 1

A&R M&AA ADOPTION

It is noted that the price and trading volume of the Class A Ordinary Shares on the Nasdaq Capital Market has experienced significant fluctuations, which is commercially undesirable for the Company. It is further noted that Class B Ordinary Shares have high voting powers and are convertible into publicly traded Class A Ordinary Shares. Disposal of Class B Ordinary Shares could result in change in control of the Company and further fluctuations in price and trading volume of Class A Ordinary Shares on the Nasdaq Capital Market.

For the purposes of ensuring (i) the Company's oversight and approval of any change of control transactions, and that there is no change in control of the Company without oversight of the Board of Directors, (ii) oversight over any disposal of Class B Ordinary Shares, including, in particular, any sale of such Class B shares in the public market after the conversion of such shares into Class A Ordinary Shares, to promote a stable price and trading volume of the Class A Ordinary Shares, and (iii) proper disclosures in compliance with applicable laws, regulations, and Nasdaq listing rules, it is proposed that the conversion of any Class B Ordinary Share to Class A Ordinary Share or transfer of any Class B Ordinary Share be subject to the prior approval of the Board of Directors ("**Class B Variation**"). Such requirement will apply to all Class B Ordinary Shares that are outstanding and will be issued in the future.

It is proposed that shareholders pass a special resolution to approve, subject to the Company receiving consent to the Class B Variation from such class of shareholders in accordance with Article 11, the Company's adoption of amended and restated memorandum and articles of association (the "**A&R M&AA**"), substantially in the form of Appendix A attached hereto, in substitution for, and to the exclusion of, the Company's existing second amended and restated memorandum and articles of association, to, amongst other things, reflect the Class B Variation.

The form of the A&R M&AA, reflecting the above, amongst other things, the Class B Variation, is attached as Appendix A of this proxy statement.

RESOLUTION TO BE VOTED UPON

The full text of the resolution to be proposed is as follows:

It is resolved as a special resolution that, subject to the Company receiving consent to the Class B Variation (as defined in the proxy statement) from each class of shareholders in accordance with Article 11, the Company adopt the third amended and restated memorandum and articles of association (the "A&R M&AA"), substantially in the form of Appendix A attached hereto, in substitution for, and to the exclusion of, the Company's existing second amended and restated memorandum and articles of association, to, amongst other things, reflect the Class B Variation.

VOTE REQUIRED FOR APPROVAL

Proposal No. 1 will be approved if at least two-thirds of the total votes properly cast in person or by proxy at the EGM by the holders of Shares of the Company entitled to vote at the EGM vote "FOR" the proposal.

Abstentions and broker non-votes, while considered present for the purposes of establishing a quorum, will not count as a vote cast at the EGM.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* THE ADOPTION OF A&R M&AA.

PROPOSAL NO. 2

EGM ADJOURNMENT

Proposal No. 2, if adopted, will allow the Board of Directors to adjourn the EGM to a later date or dates or sine die, if necessary to permit further solicitation and vote of proxies if, at the time of the EGM of the Company, there are not sufficient votes for, or otherwise in connection with, the approval of the foregoing proposals or any proposal to be presented at the EGM or any proposal to be presented at the EGM. If Proposal No. 2 is not approved by shareholders, the Board of Directors may not be able to adjourn the EGM to a later date in the event that there are insufficient votes for, or otherwise in connection with, the approval of the foregoing proposals or any proposal to be presented at the EGM or Class B EGM.

RESOLUTION TO BE VOTED UPON

The full text of the resolution to be proposed is as follows:

It is resolved as an ordinary resolution that, the EGM be adjourned to a later date or dates or sine die, if necessary, to permit further solicitation and vote of proxies if, at the time of the EGM, there are not sufficient votes for, or otherwise in connection with, the approval of the foregoing proposals or any proposal to be presented at the EGM to be held on or about the date of the meeting.

VOTE REQUIRED FOR APPROVAL

Proposal No. 2 will be approved if a simple majority of the total votes properly cast in person or by proxy at the EGM by the holders of shares of the Company entitled to vote at the EGM vote “FOR” the proposal.

Abstentions and broker non-votes, while considered present for the purposes of establishing a quorum, will not count as a vote cast at the EGM.

**THE BOARD OF DIRECTORS RECOMMENDS
A VOTE *FOR*
THE EGM ADJOURNMENT.**

OTHER MATTERS

The Board of Directors is not aware of any other matters to be submitted to the EGM. If any other matters properly come before the EGM, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the Board of Directors may recommend.

By order of the Board of Directors

Date: March 13, 2025

/s/ Kazuho Komoda

Kazuho Komoda

Chairman of the Board of Directors

Appendix A
A&R M&AA