

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

NOTICE OF GENERAL MEETING OF HOLDERS OF CLASS B ORDINARY SHARES

NOTICE IS HEREBY GIVEN THAT the general meeting (the “**Class B GM**”) of holders of Class B ordinary shares of par value US\$0.000625 (the “**Class B Ordinary Shares**”) of Prestige Wealth Inc., a Cayman Islands exempted company with limited liability (the “**Company**”), will be held on March 27, 2025, at 10:00 a.m., local time, at Office Unit 6620B, 66/F, The Center, 99 Queen's Road Central, Central, Hong Kong, for the purpose of holders of Class B Ordinary Shares considering and if thought fit passing the following resolutions:

1. It is resolved as a special resolution that the conversion of any Class B Ordinary Share to Class A ordinary share of par value US\$0.000625 of the Company or transfer of any Class B Ordinary Share be subject to the prior approval of the board of directors of the Company (“**Class B Variation**”), and that to reflect, among other things, the Class B Variation, the third amended and restated memorandum and articles of association of the Company (the “**A&R M&AA**”), substantially in the form of Appendix A attached hereto, be adopted as the new memorandum and articles of association of the Company, in substitution for, and to the exclusion of, the Company’s existing second amended and restated memorandum and articles of association.
2. It is resolved as an ordinary resolution that, the Class B GM 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 Class B GM, 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 Class B GM of the Company to be held on or about the date of the meeting.

The Board of Directors has fixed the close of business on March 13, 2025 as the record date (the “**Record Date**”) for determining the holders of the Class B Ordinary Shares entitled to receive notice of and to vote at the Class B GM or any adjournment thereof. Only holders of Class B Ordinary Shares on the Record Date are entitled to receive notice of and to vote at the Class B GM or any adjournment thereof.

A holder of Class B Ordinary Shares who is entitled to attend and vote at the Class B GM 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 Class B GM, the accompanying proxy statement, and the proxy card will be sent or made available to holders of Class B Ordinary Shares 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.

GENERAL MEETING OF HOLDERS OF CLASS B ORDINARY SHARES

MARCH 27, 2025

10:00 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 general meeting (the “**Class B GM**”) of holders of Class B ordinary shares of par value US\$0.000625 (the “**Class B Ordinary Shares**”) of the Company to be held on March 27, 2025, at 10:00 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 holders of Class B Ordinary Shares and duly appointed proxyholders will be able to attend, participate and vote at the Class B GM or any adjournment thereof in real time. Beneficial holders who hold their Class B Ordinary 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 Class B GM.

Only holders of Class B Ordinary Shares of record at the close of business on March 13, 2025 (the “**Record Date**”) are entitled to attend and vote at the Class B GM or at any adjournment thereof. One or more shareholders holding Class B Ordinary 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 Class B Ordinary Shares carrying the right to vote at the Class B GM shall be a quorum for all purposes.

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

PROPOSALS TO BE VOTED ON

At the Class B GM, resolutions will be proposed as follows:

1. It is resolved as a special resolution that the conversion of any Class B Ordinary Share to Class A ordinary share of par value US\$0.000625 of the Company or transfer of any Class B Ordinary Share be subject to the prior approval of the board of directors of the Company (“**Class B Variation**”), and that to reflect, among other things, the Class B Variation, the third amended and restated memorandum and articles of association of the Company attached to this notice and proxy statement as set out in the Annex (the “**Amended M&A**”) be adopted as the new memorandum and articles of association of the Company, in substitution for the second amended and restated memorandum and articles of association of the Company currently in effect.
2. It is resolved as an ordinary resolution that, the Class B GM 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 Class B GM, 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 Class B GM to be held on or about the date of the meeting (the “**Class B GM Adjournment**”).

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

VOTING PROCEDURE FOR HOLDERS OF SHARES

Holders of Class B Ordinary Shares entitled to vote at the Class B GM may do so either in person or by proxy. Those holders who are unable to attend the Class B GM 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 holder of Class B Ordinary Shares. 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 Class B GM. 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 Class B GM. 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 holder is deemed to be present in person; and the acts of the duly authorised representative are personal acts of that holder.

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

CLASS B VARIATION

It is noted that the price and trading volume of the Class A ordinary shares of par value US\$0.000625 of the Company (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 the Board’s oversight, (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. Such requirement will apply to all Class B Ordinary Shares that are outstanding and will be issued in the future.

Article 11 of the Company’s existing articles of association provides that the right attaching to a class of shares may only be varied if the variation is made with the sanction of a special resolution passed at a separate general meeting of the shareholders holding the issued shares of that class.

It is proposed that holders of Class B Ordinary Shares pass a special resolution to approve the Class B Variation.

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, 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 of the Company, and that to reflect, among other things, such variation, the third amended and restated memorandum and articles of association of the Company (the “**A&R M&AA**”), substantially in the form of Appendix A attached hereto, be adopted as the new memorandum and articles of association of the Company, in substitution for, and to the exclusion of, the Company’s existing second amended and restated memorandum and articles of association.*

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 Class B GM by the holders of Class B Ordinary Shares entitled to vote at the Class B GM 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 Class B GM.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* CLASS B VARIATION.

PROPOSAL NO. 2

CLASS B GM ADJOURNMENT

Proposal No. 2, if adopted, will allow the Board of Directors to adjourn the Class B GM 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 Class B GM 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 Class B GM. If Proposal No. 2 is not approved by shareholders, the Board of Directors may not be able to adjourn the Class B GM 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 Class B GM.

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 extraordinary general meeting of holders of Class B Ordinary Shares 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 extraordinary general meeting of holders of Class B Ordinary Shares, 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 extraordinary general meeting of holders of Class B Ordinary Shares 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 Class B GM by the holders of Class B Ordinary Shares of the Company entitled to vote at the Class B GM 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 Class B GM.

**THE BOARD OF DIRECTORS RECOMMENDS
A VOTE *FOR*
THE CLASS B GM ADJOURNMENT.**

OTHER MATTERS

The Board of Directors is not aware of any other matters to be submitted to the Class B GM. If any other matters properly come before the Class B GM, 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