
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED** (智富資源投資控股集團有限公司), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or to the transferee.

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智富資源投資控股集團有限公司

WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 7)

- (1) PROPOSED RE-ELECTION OF THE DIRECTORS;**
**(2) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;**
(3) CHANGE OF AUDITORS;
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at Room 5B01, Sunny Space, Block B, Allianz Building, No. 4018 Jintian Road, Futian District, Shenzhen, Guangdong Province, the People's Republic of China at 10:00 a.m. on Thursday, 11 June 2026 is set out on pages AGM-1 to AGM-5 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjournment thereof should you so desire.

19 May 2026

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Room 5B01, Sunny Space, Block B, Allianz Building, No. 4018 Jintian Road, Futian District, Shenzhen, Guangdong Province, the People’s Republic of China at 10:00 a.m. on Thursday, 11 June 2026
“Annual Report”	the annual report of the Company for the year ended 31 December 2024
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company as amended and restated, supplemented or modified from time to time
“Chief Executive”	has the meaning ascribed to it in the Listing Rules
“Company”	WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED (智富資源投資控股集團有限公司), an exempted company incorporated in Bermuda with limited liability and the securities of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	15 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Share(s)”	the ordinary share(s) of HK\$0.20 each in capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



智富資源投資控股集團有限公司

WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 7)

Executive Directors:

Mr. Xu Shiping (*Chairman*)
Mr. Huang Lei
Mr. Song Junhua

Non-executive Director

Ms. Gao Shuna

Independent Non-executive Directors:

Mr. Zheng Zhaojun
Mr. Wang Ning
Mr. Chan Kwong On

*Head office and principal place
of business:*

Units 1901 and 1917, 19th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan
Hong Kong

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

19 May 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF THE DIRECTORS;
(2) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(3) CHANGE OF AUDITORS;
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to give you information regarding the following resolutions to be proposed at the Annual General Meeting to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions in relation to, among other things, (i) the re-election of the Directors; (ii) the granting to the Directors general mandates for the issue and repurchase of the Shares; and (iii) the change of auditors, notice of which is set out on pages AGM-1 to AGM-5 of this circular.

LETTER FROM THE BOARD

II. PROPOSED RE-ELECTION OF THE DIRECTORS

Pursuant to Clause 98 of the Company's Bye-Laws, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation save any Director holding office as Chairman or Managing Director. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. In addition, pursuant to Clause 101(A) of the Company's Bye-Laws, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Ms. Gao Shuna, Mr. Song Junhua, Mr. Xu Shiping, Mr. Huang Lei and Mr. Wang Ning should retire and re-elect at the forthcoming Annual General Meeting.

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

Details of the abovementioned Directors, Ms. Gao Shuna, Mr. Song Junhua, Mr. Xu Shiping, Mr. Huang Lei and Mr. Wang Ning who are proposed to be re-elected at the Annual General Meeting, are set out in Appendix I to this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve the re-election of Ms. Gao Shuna, Mr. Song Junhua, Mr. Xu Shiping, Mr. Huang Lei and Mr. Wang Ning as Directors.

III. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares out of treasury) representing not more than 20% of the aggregate nominal amount of the issued share capital (excluding treasury shares, if any) of the Company at the date the relevant resolution is passed at the Annual General Meeting (the "**Issue Mandate**").

LETTER FROM THE BOARD

IV. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange the Shares in the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital (excluding treasury shares, if any) of the Company at the date the relevant resolution is passed at the Annual General Meeting (the “**Repurchase Mandate**”).

In addition, an ordinary resolution will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

The Repurchase Mandate and the Issue Mandate would continue in force until the first occurrence of either the conclusion of the next annual general meeting of the Company following the passing of the relevant resolutions unless it is renewed at such meeting or the expiration of the period within which the next annual general meeting of the Company is required by the Company’s Bye-Laws or any applicable law to be held or it is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares is set out in the Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution at the Annual General Meeting.

V. CHANGE OF AUDITORS

Retirement of Auditor

Reference is made to the announcement of the Company dated 15 May 2026. As disclosed in the announcement, the Company announced that Zhonghui Anda CPA Limited (“**Zhonghui Anda**”) will retire and will not be seeking re-appointment as the auditor of the Company at the conclusion of AGM, subject to the approval by the Shareholders. The proposed retirement of Zhonghui Anda is mainly due to the Company’s receipt of a lower fee proposal from another accounting firm and the Board’s strategic decision to pursue a more competitive cost structure.

LETTER FROM THE BOARD

In the letter of Zhonghui Anda dated 15 May 2026, it was stated that (i) Zhonghui Anda has not commenced any audit work for the financial year ended 31 December 2025 as they were not yet formally engaged; (ii) Zhonghui Anda would not proceed with the audit engagement for the financial year ended 31 December 2025; and (iii) up to the date of the letter, there are no circumstances connected with the retirement which Zhonghui Anda considers should be brought to the attention of the shareholders or creditors of the Company and its subsidiaries in relation to the change of the auditor of the Company and of its subsidiaries.

Save for the matters described in Zhonghui Anda's disclaimer of opinion on the consolidated financial statements of the Group for the year ended 31 December 2024 in connection with the Group's ability to continue as a going concern, the Board and the Audit Committee confirm that there are no matters that need to be brought to the attention of the Shareholders. The Board and the Audit Committee confirm that there is no disagreement between the Company and Zhonghui Anda. The Company is incorporated under the laws of Bermuda and to the knowledge of the Board, there is no requirement under the laws of Bermuda for the retiring auditor to confirm whether or not there is any circumstance connected with their retirement which they consider should be brought to the attention of the holders of the Company's securities, the Audit Committee, the Board and the creditors of the group of the Company. Zhonghui Anda has therefore not issued such confirmation.

As at the Latest Practicable Date, Zhonghui Anda has not commenced any audit work on the consolidated financial statements of the Group for the financial year ended 31 December 2025 and financial year ending 31 December 2026. The Board believes that the retirement of Zhonghui Anda will not have any significant impact on the annual audit and the release of annual results of the Group for the financial year ended 31 December 2025 and the financial year ending 31 December 2026.

Proposed Appointment of New Auditor

The Board, with the recommendation from the Audit Committee, proposes to appoint CCTH CPA Limited ("CCTH CPA") as the new auditor of the Company in place of Zhonghui Anda as the auditor of the Company for the financial year ending 31 December 2026, and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders at the forthcoming Annual General Meeting.

Having taken into account a comprehensive evaluation including the Group's focus on cost control, the Board considers that the change of auditors is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

The Audit Committee has considered a number of factors in assessing the proposed appointment of CCTH CPA as the auditor of the Company in accordance with its terms of reference, including but not limited to (i) CCTH CPA's audit proposal and audit fee; (ii) its experience, industry knowledge and technical competence in providing audit work for companies listed on The Stock Exchange of Hong Kong Limited; (iii) its independence from the Group and objectivity; (iv) its market reputation; (v) its resources and capabilities; and (vi) the relevant guidance issued by the Hong Kong Accounting and Financial Reporting Council. The estimated audit fee of CCTH CPA for the audit of the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2025 is expected to be approximately HK\$1,000,000, which is determined with reference to the proposed audit scope, the Company's current size, complexity and risk profile and the expected level of effort and timeline of the audit, and on the assumption that there will be no material change to the Company's business. The Audit Committee noted that the proposed audit fee is determined after arm's length negotiations. The Audit Committee and the Board consider that the proposed appointment, driven by the estimated audit fee, is commensurate with the audit effort required to maintain a high standard of audit quality. The Board and the Audit Committee have reviewed the qualifications, competence and experience of CCTH CPA and consider that CCTH CPA (i) meets the regulatory requirements, and (ii) is eligible and suitable to act as the auditor of the Company.

Unless there is a material change in the basis or assumptions set out above, the final audit fee is not expected to deviate materially from the estimated range. In the event of any material change, the Company will make further disclosure as appropriate. The Board considers the estimated audit fee to be fair and reasonable based on the information currently available.

Based on the above, the Board and the Audit Committee have assessed and considered that CCTH CPA is eligible and suitable to act as the new auditor of the Company.

VI. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 8 June 2026 to Thursday, 11 June 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 5 June 2026. The record date for ascertaining shareholders' right to attend and vote at the AGM will be Thursday, 11 June 2026.

LETTER FROM THE BOARD

VII. NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Thursday, 11 June 2026 at Room 5B01, Sunny Space, Block B, Allianz Building, No. 4018 Jintian Road, Futian District, Shenzhen, Guangdong Province, the People's Republic of China is set out pages AGM-1 to AGM-5 of this circular for the purpose of considering and, if thought fit, passing: (i) an ordinary resolution to re-elect of the Directors; (ii) an ordinary resolution to grant to the Directors general mandates for the issue of the Shares and the repurchase of its Shares; and (iii) an ordinary resolution to appoint CCTH CPA as the auditor of the Company.

VIII. FORM OF PROXY

A form of proxy is enclosed for use by the Shareholders. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.wisdom007.com). Shareholders are requested to complete and return the form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours before the scheduled time of the Annual General Meeting. The lodging of the form of proxy will not preclude the Shareholders from attending the Annual General Meeting and voting in person should he so wish. No Shareholder is required under the Listing Rules to abstain from voting at the Annual General Meeting.

IX. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to bye-law 70 of the Bye-laws. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. An announcement on the poll voting results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

X. RECOMMENDATION

The Board is of the opinion that (i) the re-election of the Directors; (ii) the granting of the general mandates to the Directors to issue Shares and to repurchase Shares; and (iii) appointment of auditor of the Company are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

XI. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

Yours faithfully,

For and on behalf of

Wisdom Wealth Resources Investment Holding Group Limited

Xu Shiping

Chairman and Executive Director

Ms. Gao Shuna (“Ms. Gao”)

Ms. Gao (Non-Executive Director), aged 44, was appointed as a non-executive director on 31 December 2024. Ms. Gao currently serves as a committee member of 國家市場監督管理總局發展研究中心新零售和直播電商專家委員會投融資和供應鏈分委會 (for transliteration purpose only, the New Retail and Live E-commerce Financing and Supply Chain subcommittee of the Development and Research Centre of State Administration for Market Regulation).

Ms. Gao served as the deputy general manager, manager and general manager of the investment department of Hong Kong regional office of Founder International Company Limited (方正國際軟件有限公司), participating in the group’s global investments and mergers and acquisitions in printing, transportation, education and other industries. She also served as a vice president of Founder International Company Limited, general manager of Shenzhen regional office, general manager of Zhuhai regional office, general manager of public security department, and was in charge of the group’s strategic development department.

Save as disclosed above, (i) Ms. Gao does not have any interest in shares in the Company within the meaning of Part XV of the SFO; (ii) Ms. Gao does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (iii) Ms. Gao has not held any other directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. Gao is appointed for a specific term for three years and subject to retirement and re-election provisions in accordance with the Bye-laws. Ms. Gao’s annual remuneration is HK\$120,000 which is based on mutual agreement between the Board and Ms. Gao and Ms. Gao’s responsibilities and duties in the Company.

Mr. Song Junhua (“Mr. Song”)

Mr. Song (Executive Director), aged 50, joined as the deputy general manager of the property business of the Group in July 2024. He has over 25 years of extensive experience in construction management for real estate projects in China. Mr. Song’s current professional qualifications include Real Estate Appraiser, Land Valuer, Constructor (First-Class), Real Estate Economist, and Urban Construction Engineer.

Mr. Song graduated from Henan Urban Construction College (Real Estate Management major) in 1998 and from Wuhan University of Technology (Civil Engineering major) in 2005.

Save as disclosed above, (i) Mr. Song does not have any interest in shares in the Company within the meaning of Part XV of the SFO; (ii) Mr. Song does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (iii) Mr. Song has not held any other directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Song is appointed for a specific term for three years and subject to retirement and re-election provisions in accordance with the Bye-laws. Mr. Song’s annual remuneration is HK\$360,000 which is based on mutual agreement between the Board and Mr. Song and Mr. Song’s responsibilities and duties in the Company.

Mr. Xu Shiping (“Mr. Xu”)

Mr. Xu (Executive Director), aged 40, was appointed as an executive director and the Chairman on 11 July 2024. Mr. Xu has over 13 years of experience in business and operation management, equity investment, strategic consultancy and supply chain management. Mr. Xu was a senior product manager of the strategic development and fintech platform department of Ping An Bank Company Limited. From 2015 to 2021, he worked at CRRC Corporation Limited and the former China CNR Corporation Limited.

Mr. Xu graduated with a bachelor degree in logistics from Nankai University, a master degree in business management (operation and supply chain) from University of Groningen and a master degree in business administration from Columbia University.

Save as disclosed above, (i) Mr. Xu does not have any interest in shares in the Company within the meaning of Part XV of the SFO; (ii) Mr. Xu does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (iii) Mr. Xu has not held any other directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Xu is appointed for a specific term for three years and subject to retirement and re-election provisions in accordance with the Bye-laws. Mr. Xu’s annual remuneration is HK\$360,000 which is based on mutual agreement between the Board and Mr. Xu and Mr. Xu’s responsibilities and duties in the Company.

Mr. Huang Lei (“Mr. Huang”)

Mr. Huang (Executive Director), aged 37, was appointed as an executive director on 11 July 2024. Mr. Huang has over 10 years of experience in finance and business management. Mr. Huang was the chairman and general manager of Jinlong Machinery & Electronics Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 300032.SZ), between 2018 and 2023.

Mr. Huang graduated with a bachelor degree in finance from Wuhan University and a master degree in finance from Rouen Business School.

Save as disclosed above, (i) Mr. Huang does not have any interest in shares in the Company within the meaning of Part XV of the SFO; (ii) Mr. Huang does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (iii) Mr. Huang has not held any other directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Huang is appointed for a specific term for three years and subject to retirement and re-election provisions in accordance with the Bye-laws. Mr. Huang’s annual remuneration is HK\$120,000 which is based on mutual agreement between the Board and Mr. Huang and Mr. Huang’s responsibilities and duties in the Company.

Mr. Wang Ning (“Mr. Wang”)

Mr. Wang (Independent Non-Executive Director), aged 34, was appointed as an independent non-executive director on 11 July 2024. Mr. Wang has over 10 years of experience in property development and investment. Mr. Wang is a project manager of Waltt Group Int Inc. since 2013.

Mr. Wang graduated with a bachelor degree in arts from York University in 2016 and a master degree in business administration from The Chinese University of Hong Kong in 2021.

Save as disclosed above, (i) Mr. Wang does not have any interest in shares in the Company within the meaning of Part XV of the SFO; (ii) Mr. Wang does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (iii) Mr. Wang has not held any other directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Wang is appointed for a specific term for three years and subject to retirement and re-election provisions in accordance with the Bye-laws. Mr. Wang’s annual remuneration is HK\$120,000 which is based on mutual agreement between the Board and Mr. Wang and Mr. Wang’s responsibilities and duties in the Company.

This Appendix serves as an explanatory statement, as required by the Listing Rules to be sent to the Shareholders of the Company to enable the Shareholders to make informed decision whether to vote for or against the resolution at the Annual General Meeting in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,355,140,697 Shares.

Subject to the passing of the ordinary resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 335,514,069 Shares during the period in which the Repurchase Mandate remains in force.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to seek the Repurchase Mandate which enables the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders. The Directors have no present intention to repurchase any Shares.

3. DIRECTORS' DEALING AND CONNECTED PERSONS

None of the Directors, to the best of their knowledge having made all reasonable enquiries, or any of their associates (as defined in the Listing Rules) have any present intention, if the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting, to sell all of their Shares to the Company or its subsidiaries. No connected persons or their respective associates (as defined in the Listing Rules) have notified the Company that they have a present intention to sell their Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchase of the Shares.

4. FUNDING OF REPURCHASES

Repurchases must be funded entirely from the Company's available cash flow or working capital facilities, which will be funded by resources legally available for that purpose in accordance with the Company's Bye-Laws and the laws of Bermuda. The Company is empowered by its memorandum of association and Bye-Laws to purchase its Shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

If the Repurchase Mandate is exercised in full, there might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report). 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 or the gearing levels of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the 12 months prior to the printing of this circular were as follows:

	PER SHARE	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	N/A	N/A
May	N/A	N/A
June	N/A	N/A
July	N/A	N/A
August	N/A	N/A
September	N/A	N/A
October	N/A	N/A
November	N/A	N/A
December	N/A	N/A
2026		
January	N/A	N/A
February	N/A	N/A
March	N/A	N/A
April	N/A	N/A
May (up to the Latest Practicable Date)	N/A	N/A

Note: At the request of the Company, trading in Shares on Stock Exchange suspended with effect from 9:00 a.m. on 2 April 2024.

6. GENERAL

The Directors will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Bye-Laws, the Listing Rules and the applicable laws and regulations of Bermuda. Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

7. HONG KONG CODE ON TAKEOVERS AND MERGERS

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, 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, to the best knowledge of the Company, the following Shareholder(s) is/are interested in more than 10% of the Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder(s) in the Shares would be increased to approximately the percentage set out in the last column as follows:

Name of Shareholder(s)	Number of Shares	Approximate percentage of shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Guangdong Merchants Investment Holding Limited (<i>Note 1</i>)	808,610,000	24.10%	26.78%
Wealthy Planet Group Limited (<i>Note 2</i>)	423,681,500	12.63%	14.03%

Notes:

- Guangdong Merchants Investment Holding Limited is wholly and beneficially owned by Mr. Xu Junjia.
- Wealthy Planet Group Limited is wholly and beneficially owned by Mr. He Yaokun.

On the basis that the issued share capital of the Company remains unchanged up to date of the AGM, in the event that the Repurchase Mandate is exercised in full, the attributable shareholdings of the above shareholders of the Company would be increased but such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

The Directors have no present intention to repurchase Shares to such extent which will result in the amount of Shares held by the public being reduced to less than 25% of the total issued share capital of the Company or such other minimum percentage as prescribed by the Listing Rules from time to time.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not purchased any of its shares during the six months preceding the Latest Practicable Date.

NOTICE OF THE ANNUAL GENERAL MEETING



智富資源投資控股集團有限公司

WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 7)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Shareholders of Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”) will be held at Room 5B01, Sunny Space, Block B, Allianz Building, No. 4018 Jintian Road, Futian District, Shenzhen, Guangdong Province, the People’s Republic of China at 10:00 a.m. on Thursday, 11 June 2026 for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2023 and the reports of the directors (the “**Director(s)**”) and the independent auditor of the Company.
2. To receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2024 and the reports of the Directors and the independent auditor of the Company.
3.
 - (A) To re-elect Mr. Xu Shiping as the executive Director.
 - (B) To re-elect Mr. Huang Lei as the executive Director.
 - (C) To re-elect Mr. Song Junhua as the executive Director.
 - (D) To re-elect Ms. Gao Shuna as the non-executive Director.
 - (E) To re-elect Mr. Wang Ning as the independent non-executive Director.
 - (F) To authorise the Board of Directors to fix the remuneration of Directors.
4. To appoint CCTH CPA Limited as the new auditor of the Company in place of the retiring auditor, ZHONGHUI ANDA CPA Limited, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board of Directors to fix their remuneration.

NOTICE OF THE ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (A) (i) subject to paragraph A(iii) and pursuant to the Listing Rules, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale and transfer of treasury shares out of treasury (has the meaning ascribed thereto in the Listing Rules)) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power by and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph A(i) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the expiry of the Relevant Period;
- (iii) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph A(i), otherwise than pursuant to a Rights Issue (as hereinafter defined) or any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or right to acquire shares in the Company shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of this Resolution and the said approval shall be limited accordingly; and
- (iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

1. the conclusion of the next annual general meeting of the Company; or
2. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act or any applicable law to be held; or

NOTICE OF THE ANNUAL GENERAL MEETING

3. the passing of an Ordinary Resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this Resolution; and

“Rights Issue” means an offer of shares in the capital of the Company or an offer or issue of options or, warrants or other securities granting the rights to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of shares, subject to all cases to such exclusions or other arrangements as the Directors of the Company 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 any recognized regulatory body or any stock exchange in any territory outside Hong Kong.

- (B)
 - (i) subject to paragraph B(ii) and all applicable laws and/or the requirement of the Listing Rules or of any other stock exchange as amended from time to time, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, is hereby generally and unconditionally approved;
 - (ii) the aggregate nominal amount of shares in the Company pursuant to the approval granted in paragraph B(i) during the Relevant Period shall not exceed 10% of the aggregate of nominal value of the share capital (excluding treasury shares, if any) of the Company in issue as at the date of the passing of this Resolution and the said approval 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:

1. the conclusion of the next annual general meeting of the Company; or

NOTICE OF THE ANNUAL GENERAL MEETING

2. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act or any applicable law to be held; or
 3. the passing of an Ordinary Resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this Resolution; and
- (C) conditional upon Resolutions Nos. 3A and 3B above being passed, the aggregate nominal value of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 3B above shall be added to the aggregate nominal amount of share that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 3A above.

By Order of the Board
Wisdom Wealth Resources Investment Holding Group Limited
Xu Shiping
Chairman and Executive Director

Hong Kong, 19 May 2026

Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.

NOTICE OF THE ANNUAL GENERAL MEETING

- (5) The register of members of the Company will be closed from Monday, 8 June 2026 to Thursday, 11 June 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 5 June 2026. The record date for ascertaining shareholders' right to attend and vote at the AGM will be Thursday, 11 June 2026.
- (6) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
- (7) If Typhoon Signal No. 8 or above is expected to be hoisted or extreme conditions caused by a super typhoon or a Black Rainstorm Warning Signal is expected to be in force any time after 8 a.m. on the date of the meeting, then the meeting will be postponed, and by virtue of this notice, be held at the same time and place on Thursday, 18 June 2026 instead. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Xu Shiping, Mr. Huang Lei and Mr. Song Junhua; one non-executive Director, namely, Ms. Gao Shuna; and three independent non-executive Directors, namely, Mr. Zheng Zhaojun, Mr. Wang Ning and Mr. Chan Kwong On.