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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

(Formerly known as “Hong Kong Finance Investment Holding Group Limited 香港金融投資控股集團有限公司”)

(Incorporated in Bermuda with limited liability)

(Stock Code: 7)

**ISSUE OF CONVERTIBLE BONDS
UNDER GENERAL MANDATE
AND
CONTINUED SUSPENSION OF TRADING**

THE SUBSCRIPTION AGREEMENT

On 4 June 2021, the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue, the Convertible Bonds in an aggregate principal amount of HK\$20,000,000.

The Conversion Price of HK\$0.98 per Conversion Share represents (i) a premium of approximately 6.72 times over the closing price of HK\$0.127 per Share as quoted on the Stock Exchange on the Last Trading Day; (ii) a premium of approximately 7.10 times over the average of closing prices of approximately HK\$0.121 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately preceding to the Last Trading Day; and (iii) a premium of approximately 6.52% over the unaudited net asset value per Share of approximately HK\$0.92 (based on the unaudited net assets of the Company of approximately HK\$3,674.0 million as at 30 June 2020 and total 4,000,000,000 issued Shares as at the date of Subscription Agreement).

Assuming the conversion rights attaching to the Convertible Bonds are exercised in full at the Conversion Price of HK\$0.98, a maximum of 20,408,163 Conversion Shares will be allotted and issued, representing (i) approximately 0.51% of the existing issued shares of the Company of 4,000,000,000 Shares as at the date of this announcement, and (ii) approximately 0.51% of the issued shares of the Company of 4,020,408,163 Shares as enlarged by the allotment and issue of the Conversion Shares. The Conversion Shares, upon issue, shall rank pari passu in all respects with the Shares then in issue.

The gross proceeds from the Subscription will be HK\$20 million and the net proceeds will be HK\$19.8 million (after deduction of expenses of the Subscription). The Directors intend to use the net proceeds for general working capital of the Group.

Shareholders and potential investors should note that the issue of the Convertible Bonds is subject to fulfilment of conditions under the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

ISSUE OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

On 4 June 2021, the Company and the Subscriber entered into the Subscription Agreement. Details of the Subscription Agreement are set out below:

THE SUBSCRIPTION AGREEMENT

Date : 4 June 2021

Parties : The Company (as Issuer); and

Lucky Alliance Enterprises Limited (as Subscriber)

The Subscriber is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. The Subscriber is wholly-owned by Mr. Felipe Tan.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Subscriber and its ultimate beneficial owner are Independent Third Parties.

Principal terms of the Convertible Bonds

Issuer	:	the Company
Principal amount	:	HK\$20,000,000
Conversion price	:	HK\$0.98 per Conversion Share, subject to the customary adjustments in certain events including share consolidation, share sub-division, capitalisation issue, capital distribution, rights issue and issue of other securities
Maturity Date	:	The second anniversary of the date of issue of the Convertible Bonds
Interest rate	:	2% per annum on the outstanding principal amount of the Convertible Bonds, which will be payable upon the Maturity Date
Denomination	:	The Convertible Bonds shall be issued in denomination and integral amounts of HK\$5,000,000 in nominal amount
Conversion period	:	From the issue date of the Convertible Bonds to the Maturity Date
Transferability	:	The Convertible Bonds shall be freely transferable by the Subscriber in whole or in part (in multiples of HK\$5,000,000) of the outstanding principal amount of the Convertible Bonds to any party with the prior written notification to the Company provided that any transfer of the Convertible Bonds to connected persons (as defined in the Listing Rules) of the Company shall be subject to compliance with the applicable Listing Rules.
Listing	:	No application will be made for the listing of the Convertible Bonds on the Stock Exchange or any other stock exchange. Application will be made by the Company for the listing of, and permission to deal in, the Conversion Shares.

Conversion Shares

Assuming the conversion rights attaching to the Convertible Bonds are exercised in full at the Conversion Price of HK\$0.98, a maximum of 20,408,163 Conversion Shares will be allotted and issued, representing (i) approximately 0.51% of the existing issued shares of the Company of 4,000,000,000 Shares as at the date of this announcement, and (ii) approximately 0.51% of the issued shares of the Company of 4,020,408,163 Shares as enlarged by the allotment and issue of the Conversion Shares.

Conversion Price

The Conversion Price of HK\$0.98 per Conversion Share represents:

- (i) a premium of approximately 6.72 times over the closing price of HK\$0.127 as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 7.10 times over the average of closing prices of approximately HK\$0.121 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately preceding to the Last Trading Day; and
- (iii) a premium of approximately 6.52% over the unaudited net asset value per Share of approximately HK\$0.92 (based on the unaudited net assets of the Company of approximately HK\$3,674.0 million as at 30 June 2020 and total 4,000,000,000 issued Shares as at the date of Subscription Agreement).

The Conversion Price was determined with reference to, among other things, the historical financial performance, the business prospects of the Group and net asset value of the Company and was negotiated on an arm's length basis between the Company and the Subscriber. The Directors consider that the terms of the Subscription are on normal commercial terms and are fair and reasonable based on the current market conditions. Hence, the Directors consider that the Subscription is in the interests of the Company and its Shareholders as a whole.

Ranking of Conversion Shares

The Conversion Shares, when allotted and issued, will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Conversion Shares.

Conditions precedent

The completion of the Subscription Agreement is conditional upon:

- (i) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained (including but not limited to the necessary approval from the Stock Exchange and the Board);
- (ii) all necessary consents and approvals required to be obtained on the part of the Subscriber in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained;
- (iii) the warranties under the Subscription Agreement having remained true and accurate and not misleading in all respects as at Completion; and
- (iv) no material adverse effect having occurred.

If the conditions are not fulfilled by 30 June 2021 or such later date as may be agreed between the Company and the Subscriber, the Subscription Agreement shall automatically terminate and the Company and the Subscriber will have no claim against the other for costs, damages, compensation or otherwise under the Subscription Agreement.

Completion

Completion shall take place upon the fulfillment of all the conditions precedent to the Subscription Agreement. As at the date of this announcement, the Company has received the principal amount of the Convertible Bonds of HK\$20 million from the Subscriber.

General Mandate

At the annual general meeting of the Company held on 15 July 2020, a resolution of the Shareholders was passed to grant to the Directors a General Mandate to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing such resolution. The Company is authorized to allot and issue a maximum of 800,000,000 Shares under the General Mandate.

As at the date of this announcement, the Company has not exercised the power to allot and issue any new Shares pursuant to the General Mandate prior to the date of the Subscription Agreement. Upon exercise of the conversion rights attaching to the Convertible Bonds in full, the Conversion Shares will be allotted and issued under the General Mandate. Accordingly, the Subscription Agreement and the issue of Conversion Shares under the General Mandate are not subject to Shareholders' approval.

REASONS FOR THE ISSUE OF CONVERTIBLE BONDS AND USE OF PROCEEDS

The Group is principally engaged in property development and investment, trading of electronic products, oil and gas exploration and production, mineral mining, and provision of financial services.

The Directors consider raising funds by issuing Convertible Bonds represents an opportunity to enhance the working capital for the Company and strengthen the Company's financial positions. The Board considers that the issue of the Convertible Bonds is an appropriate means of raising additional funds for the Company since it will not have an immediate dilution effect on the shareholding of the existing Shareholders.

The Directors consider that the terms of the Subscription Agreement, which were arrived at after arm's length negotiations between the Company and the Subscriber, are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The gross proceeds from the Subscription will be HK\$20 million and the net proceeds will be HK\$19.8 million (after deduction of expenses of the Subscription). The Directors intend to use the net proceeds for general working capital of the Group. Based on the estimated net proceeds and the maximum number of Conversion Shares, the net issue price per Conversion Share would be approximately HK\$0.97.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company had not conducted any equity fund raising activities in the past twelve months immediately preceding to the date of this announcement.

EFFECT ON THE SHAREHOLDING STRUCTURE

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) upon full conversion of the Convertible Bonds:

Shareholders	As at the date of this announcement		Upon full conversion of the Convertible Bonds	
	<i>Number of shares</i>	<i>Approximately % (Note 2)</i>	<i>Number of shares</i>	<i>Approximately % (Note 2)</i>
Dr. Hui Chi Ming, <i>G.B.S., J.P.</i> (“Dr. Hui”) (<i>Note 1</i>)	2,139,486,542	53.49	2,139,486,542	53.22
The Subscriber	–	–	20,408,163	0.51
Public Shareholders	<u>1,860,513,458</u>	<u>46.51</u>	<u>1,860,513,458</u>	<u>46.27</u>
Total	<u><u>4,000,000,000</u></u>	<u><u>100.00</u></u>	<u><u>4,020,408,163</u></u>	<u><u>100.00</u></u>

Notes:

- These Shares included 954,000 Shares held by Wisdom On Holdings Ltd, 277,926,000 Shares held by Hong Kong Finance Investment Limited, 541,051,143 Shares held by Hong Kong Finance Equity Management Limited, 841,780,284 Shares held by Hong Kong Finance Equity Investment Limited, and 477,775,115 Shares held by Hong Kong Finance Equity Holding Limited respectively. The issued share capital of Wisdom On Holdings Ltd and Hong Kong Finance Investment Limited are directly wholly owned by Dr. Hui. The issued share capital of Hong Kong Finance Equity Management Limited, Hong Kong Finance Equity Investment Limited and Hong Kong Finance Equity Holding Limited are indirectly wholly owned by Dr. Hui.
- Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

Shareholders and potential investors should note that the issue of the Convertible Bonds is subject to fulfilment of conditions under the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on Thursday, 1 April 2021 and will remain suspended until the publication of the announcement in relation to annual results of the Company for the year ended 31 December 2020 and the despatch of the annual report of the Company for the year ended 31 December 2020.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Wisdom Wealth Resources Investment Holding Group Limited incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Subscription
“Conversion Price”	HK\$0.98 per Conversion Share, subject to adjustments
“Conversion Share(s)”	the new Share(s) to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds
“Convertible Bonds”	2% coupon convertible bonds in an aggregate principal amount of HK\$20,000,000 to be issued by the Company pursuant to the Subscription Agreement
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 15 July 2020 to allot, issue and deal with up to 20% of the then issued Shares on the date of passing such resolution

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any persons or company(ies) and their respective ultimate beneficial owners, to the best of the Director’s knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the Listing Rules
“Last Trading Day”	31 March 2021, being the last trading day of the Shares immediately prior to the suspension of trading in the Shares on the Stock Exchange
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Maturity Date”	the second anniversary of the date of issue of the Convertible Bonds
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Lucky Alliance Enterprises Limited, a company incorporated in Hong Kong with limited liability, wholly owned by Mr. Felipe Tan

“Subscription”	the subscription for the Convertible Bonds by the Subscriber pursuant to the terms of the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 4 June 2021 entered into between the Company and the Subscriber in relation to the Subscription
“%”	per cent.

By order of the Board
Wisdom Wealth Resources Investment Holding Group Limited
Dr. Hui Chi Ming, G.B.S., J.P.
Chairman

Hong Kong, 7 June 2021

As at the date of this announcement, the Honorary Chairman and Senior Consultant of the Company is Dr. Yukio Hatoyama; the senior consultants of the Company comprise Dr. Wang Tao, Mr. Fu Chenyu and Mr. Lalaharisaina Joelivalerien; the Board comprises seven executive Directors, namely, Dr. Hui Chi Ming, G.B.S., J.P., Mr. Neil Bush, Mr. Cao Yu, Mr. Xu Jun Jia, Mr. Lam Kwok Hing, M.H., J.P., Mr. Nam Kwok Lun and Mr. Hui Ngok Lun; and three independent non-executive Directors, namely, Mr. Ngan Kam Biu, Stanford, Mr. Tam Chak Chi and Mr. Ma Kin Ling.