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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)

RESUMPTION OF TRADING

BACKGROUND

As disclosed in the announcement of the Company dated 31 March 2021, the Company had to delay the publication of its annual results for the year ended 31 December 2020 as the preparation of financial statements of a major subsidiary of the Company had been delayed. As a result, the Company applied for a suspension of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 1 April 2021.

FULFILLMENT OF RESUMPTION CONDITIONS

On 18 June 2021, the Company received from the Stock Exchange the Guidance Letter setting out the following conditions for the resumption of trading in the Shares on the Stock Exchange:

- (i) publish all outstanding financial results required under the Listing Rules and address any audit modifications (the “**First Resumption Condition**”);

- (ii) demonstrate the Company’s compliance with Rule 13.24 of the Listing Rules (the “**Second Resumption Condition**”); and
- (iii) announce all material information for the Company’s shareholders and investors to appraise the Company’s position (the “**Third Resumption Condition**”).

The Board confirmed that all conditions set out in the Guidance Letter have been fulfilled to the Stock Exchange’s satisfaction as at the date of this announcement, details of which are set out in the paragraph headed “Fulfilment of resumption conditions in the Guidance Letter” below.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2021. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 1:00 p.m. on 30 December 2021.

References are made to (i) the announcement of Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”) dated 31 March 2021 in relation to the delay in the publication of the annual results of the Company for the year ended 31 December 2020; (ii) the announcement of the Company dated 1 April 2021 in relation to the suspension of trading in shares of the Company (the “**Shares**”); (iii) the announcement of the Company dated 23 June 2021 in relation to a resumption guidance letter (the “**Guidance Letter**”) given by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to the Company for the resumption of trading in the Shares on the Stock Exchange; (iv) the announcement of the Company dated 13 December 2021 in relation to the annual results of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2020 (the “**Annual Results**”); and (v) the announcement of the Company dated 29 December 2021 in relation to the interim results of the Group for the six months ended 30 June 2021 (the “**Interim Results**”).

BACKGROUND

As disclosed in the announcement of the Company dated 31 March 2021, the Company had to delay the publication of the annual results for the year ended 31 December 2020 as the preparation of financial statements of a major subsidiary of the Company had been delayed. As a result, the Company applied for a suspension of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 1 April 2021.

On 18 June 2021, the Company received from the Stock Exchange the Guidance Letter setting out the following conditions for the resumption of trading in the Shares on the Stock Exchange:

- (i) publish all outstanding financial results required under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and address any audit modifications (the “**First Resumption Condition**”);
- (ii) demonstrate the Company’s compliance with Rule 13.24 of the Listing Rules (the “**Second Resumption Condition**”); and
- (iii) announce all material information for the Company’s shareholders and investors to appraise the Company’s position (the “**Third Resumption Condition**”).

FULFILLMENT OF RESUMPTION CONDITIONS IN THE GUIDANCE LETTER

1. Fulfillment of the First Resumption Condition

The Company published the Annual Results and the Interim Results on 13 December 2021 and 29 December 2021 respectively.

As disclosed in the announcement of the Company dated 13 December 2021 in relation to the Annual Results, the auditor of the Company was of the opinion that the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance. Although Note 2 to the consolidated financial statements disclosed that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern, the auditor stated clearly in the auditor’s report that its opinion is not modified in respect of that matter.

As at the date of this announcement, the Company has neither any outstanding financial results required under the Listing Rules nor any unaddressed audit modifications. Accordingly, the Company considers that the First Resumption Condition has been fulfilled.

2. Fulfillment of the Second Resumption Condition

As disclosed in the announcements of the Company dated 13 December 2021 regarding the Annual Results and 29 December 2021 regarding the Interim Results:

- (a) 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;
- (b) the total revenue of the Group for the year ended 31 December 2020 amounted to approximately HK\$1,013.2 million, representing an increase of approximately 88.3% as compared to the prior year, while the gross profit of the Group for the year ended 31 December 2020 amounted to approximately HK\$32.7 million, representing an increase of approximately 13.2% as compared to the prior year;
- (c) the total assets, the net current assets and the net assets of the Group as at 31 December 2020 were approximately HK\$4,975.8 million, HK\$1,595.9 million and HK\$3,696.6 million respectively;
- (d) the total revenue of the Group for the six months ended 30 June 2021 amounted to approximately HK\$209.3 million, representing a decrease of approximately 45.9% as compared to the prior corresponding period, while the gross profit of the Group for the six months ended 30 June 2021 amounted to approximately HK\$31.8 million, representing an increase of approximately 194.9% as compared to the prior corresponding period; and
- (e) the total assets, the net current assets and the net assets of the Group as at 30 June 2021 were approximately HK\$5,287.1 million, HK\$1,650.8 million and HK\$4,005.6 million respectively.

For further details of the Group's business review, financial results for the year ended 31 December 2020 and the six months ended 30 June 2021 and the prospect of the Group, please refer to the announcements of the Company dated 13 December 2021 regarding the Annual Results and 29 December 2021 regarding the Interim Results.

Having considered that the Group recorded revenue and gross profit for the year ended 31 December 2020 of more than HK\$1.0 billion and HK\$32.0 million respectively and its total assets amounted to approximately HK\$5,287.1 million as at 30 June 2021, the Company considers that it has been operating a viable and sustainable business that has substance and the Company has fully complied with Rule 13.24 of the Listing Rules. Accordingly, the Company is of the opinion that the Second Resumption Condition has been fulfilled.

3. Fulfillment of the Third Resumption Condition

Since the suspension of trading of the Shares, the Company has informed its shareholders and investors of all material information to appraise the Company's position by way of publication of announcements on the websites of the Stock Exchange and the Company. The publication dates and the published information were as follows:

| Date | Information published by the Company |
|--------------|---|
| 7 May 2021 | Further delay in the publication of the announcement for the Annual Results and delay in despatch of the 2020 annual report |
| 21 May 2021 | Change of company name, change of stock short name, change of company logo and change of company website |
| 7 June 2021 | Issue of convertible bonds under general mandate |
| 23 June 2021 | Resumption guidance |
| 30 June 2021 | Supplemental agreement in relation to the issue of convertible bonds under general mandate |
| 30 June 2021 | Quarterly update on the status of resumption |
| 20 July 2021 | Completion of issue of convertible bonds under general mandate |

| Date | Information published by the Company |
|------------------|---|
| 23 July 2021 | Further delay in the publication of the announcement for the Annual Results and delay in despatch of the 2020 annual report |
| 6 September 2021 | Further delay in the publication of the announcement for the Annual Results and delay in despatch of the 2020 annual report, delay in the publication of Interim Results and delay in despatch of the 2021 interim report, further postponement of the annual general meeting |
| 20 October 2021 | Quarterly update on the status of resumption |
| 11 November 2021 | Major transaction in respect of the disposal of the entire issued share capital of Millhaven Holdings Limited |
| 19 November 2021 | Subscription of new shares under general mandate |
| 1 December 2021 | Profit warning in relation to the annual results of the Group for the year ended 31 December 2020 |
| 13 December 2021 | Annual results of the Group for the year ended 31 December 2020 |
| 22 December 2021 | Termination of the subscription of new shares under general mandate |
| 29 December 2021 | Interim results of the Group for the six months ended 30 June 2021 |

Save as disclosed in the above-mentioned announcements of the Company, there is no other material information that needs to be disclosed and brought to the attention of the shareholders and investors of the Company to appraise the Company's position. Accordingly, the Company considers that the Third Resumption Condition has been fulfilled.

Based on the foregoing, the board (the "**Board**") of directors of the Company (the "**Directors**") confirmed that all the conditions set out in the Guidance Letter for resumption of trading of the Shares on the Stock Exchange have been fulfilled as at the date of this announcement.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2021. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 1:00 p.m. on 30 December 2021.

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

Hong Kong, 30 December 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.