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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 RIGHTS ISSUE ON THE BASIS OF
ONE RIGHTS SHARE FOR EVERY TWO SHARES
HELD ON THE RECORD DATE
ON A NON-UNDERWRITTEN BASIS
AND
(2) CLOSURE OF REGISTER OF MEMBERS**

Financial adviser to the Company



Crescendo Capital Limited

PROPOSED RIGHTS ISSUE

The Company proposes to implement the Rights Issue, on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price of HK\$0.1 per Rights Share, to raise up to (i) approximately HK\$200.0 million (before deducting professional fees and other related expenses) by issuing up to 2,000,000,000 Rights Shares (assuming no changes in the share capital of the Company on or before the Record Date); or (ii) approximately HK\$201.0 million (before deducting professional fees and other related expenses) by issuing up to 2,010,204,081 Rights Shares (assuming no changes in the share capital of the Company on or before the Record Date other than the conversion in full of the Convertible Bonds) to the Qualifying Shareholders.

The estimated net proceeds of the Rights Issue will be up to (i) approximately HK\$198.5 million (assuming no changes in the share capital of the Company on or before the Record Date); or (ii) approximately HK\$199.5 million (assuming no changes in the share capital of the Company on or before the Record Date other than the conversion in full of the Convertible Bonds). The Company intends to utilize the entire net proceeds from the Rights Issue for repayment of loans.

LISTING RULES IMPLICATIONS

As the Company has not conducted any rights issue or open offer within the 12-month period prior to the date of this announcement and the Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50% within the 12-month period immediately preceding the date of this announcement, and the Rights Issue is not underwritten by a Director, chief executive or substantial shareholder of the Company (or any of their respective close associates), the Rights Issue is not subject to Shareholders' approval under the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 18 January 2022 to Monday, 24 January 2022 (both days inclusive) for the purpose of determining the Shareholders' entitlements to the Rights Issue. During this period, no transfers of Shares will be registered.

GENERAL

Subject to the fulfillment of certain conditions of the Rights Issue, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders on Tuesday, 25 January 2022. The Company will despatch the Prospectus to the Excluded Shareholders for their information only, but the Company will not send the PALs and EAFs to the Excluded Shareholders.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the fulfillment and/or waiver (where applicable) of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this announcement. Accordingly, the Rights Issue will not proceed if any of the conditions of the Rights Issue is not satisfied.

Any dealing in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholder dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders or other persons contemplating any dealing in the Shares or Rights Shares in their nil-paid form should consult their professional advisers.

The Shares are expected to be dealt in on an ex-rights basis from Friday, 14 January 2022. Dealings in the Rights Shares in nil-paid form are expected to take place from Thursday, 27 January 2022 to Wednesday, 9 February 2022 (both days inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

Subject to the fulfillment and/or waiver (where applicable) of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.

PROPOSED RIGHTS ISSUE

The Company proposes to implement the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price of HK\$0.1 per Rights Share, to raise up to (i) approximately HK\$200.0 million (before deducting professional fees and other related expenses) by issuing up to 2,000,000,000 Rights Shares (assuming no changes in the share capital of the Company on or before the Record Date); or (ii) approximately HK\$201.0 million (before deducting professional fees and other related expenses) by issuing up to 2,010,204,081 Rights Shares (assuming no changes in the share capital of the Company on or before the Record Date other than the conversion in full of the Convertible Bonds) to the Qualifying Shareholders.

The Rights Issue will not be extended to the Excluded Shareholder(s), if any. The further details of the Rights Issue are set out below:

Issue statistics

Basis of the Rights Issue	:	one (1) Rights Share for every two (2) Shares held by the Shareholders on the Record Date
Subscription Price	:	HK\$0.1 per Rights Share
Net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue)	:	Approximately HK\$0.0993 per Rights Share (assuming no changes in the share capital of the Company on or before the Record Date) Approximately HK\$0.0992 per Rights Share (assuming no changes in the share capital of the Company on or before the Record Date other than the conversion in full of the Convertible Bonds)
Number of existing Shares in issue as at the date of this announcement	:	4,000,000,000 Shares

Number of Rights Shares to be issued under the Rights Issue	: Up to 2,000,000,000 Rights Shares (assuming no changes in the share capital of the Company on or before the Record Date)
	Up to 2,010,204,081 Rights Shares (assuming no changes in the share capital of the Company on or before the Record Date other than the conversion in full of the Convertible Bonds)
Aggregate nominal value of the Rights Shares	: Up to approximately HK\$200,000,000 (assuming no changes in the share capital of the Company on or before the Record Date)
	Up to approximately HK\$201,020,408 (assuming no changes in the share capital of the Company on or before the Record Date other than the conversion in full of the Convertible Bonds)
Total number of Shares in issue as enlarged by the allotment and issue of the Rights Shares (assuming that the Rights Issue is fully subscribed)	: Up to 6,000,000,000 Shares (assuming no changes in the share capital of the Company on or before the Record Date)
	Up to 6,030,612,244 Shares (assuming no changes in the share capital of the Company on or before the Record Date other than the conversion in full of the Convertible Bonds)
Maximum funds to be raised (before expenses)	: Up to approximately HK\$200.0 million (assuming no changes in the share capital of the Company on or before the Record Date and all the Rights Shares are taken up)
	Up to approximately HK\$201.0 million (assuming no changes in the share capital of the Company on or before the Record Date other than the conversion in full of the Convertible Bonds and all the Rights Shares are taken up)
Right of excess applications	: Qualifying Shareholders may apply for Rights Shares in excess of their provisional entitlements

As at the date of this announcement, there are outstanding Convertible Bonds in an aggregate principal amount of HK\$20 million, which are convertible into 20,408,163 Conversion Shares at a conversion price of HK\$0.98. Assuming full conversion of the Convertible Bonds, the maximum number of new Shares that would fall to be allotted and issued under the terms and conditions of the Convertible Bonds on or before the Record Date would be 20,408,163 Shares, which would result in the issue and allotment of 10,204,081 additional Rights Shares.

As at the date of this announcement, save as disclosed above, the Company has no other outstanding derivatives, options, warrants, convertible securities or other similar securities which are convertible or exchangeable into or confer any right to subscribe for Shares. Other than as a result of the conversion of the Convertible Bonds, the Company has no intentions to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date. Given the conversion price of the Convertible Bonds (i.e. HK\$0.98) is substantially higher than the prevailing market prices of the Shares, the Directors expected that no Convertible Bonds would be converted into Shares on or before the Record Date.

Assuming no conversions of any outstanding Convertible Bonds and no changes in the share capital of the Company on or before the Record Date, 2,000,000,000 Rights Shares to be issued pursuant to the terms of the Rights Issue represent (i) approximately 50.00% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 33.33% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Subscription Price

The Subscription Price of HK\$0.1 per Rights Share is payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, application for excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

- (i) no discount/premium to/over the closing price of HK\$0.1 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 7.7% to the average of the closing prices of approximately HK\$0.1084 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day;
- (iii) no discount/premium to/over the theoretical ex-rights price of approximately HK\$0.1 per Share based on the closing price of HK\$0.1 per Share as quoted on the Stock Exchange on the Last Trading Day and the number of Shares as enlarged by the Rights Shares;
- (iv) a discount of approximately 90.0% to the consolidated net asset value per Share of approximately HK\$1.0004 as at 30 June 2021, based on the unaudited equity attributable to the Shareholders of approximately HK\$4,001.4 million as at 30 June 2021 and 4,000,000,000 issued Shares as at the date of this announcement; and
- (v) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) represented by a discount of approximately 3.6% to the theoretical diluted price of approximately HK\$0.108 per Share (assuming no exercise of the Convertible Bonds) based on the benchmarked price of approximately HK\$0.112 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK\$0.1 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the Last Trading Day of approximately HK\$0.112 per Share).

The Subscription Price was determined with reference to, among other things, (i) the market price of the Shares under the prevailing market conditions; and (ii) the latest business performance and financial position of the Group.

The Directors (including the independent non-executive Directors) consider the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole, after taking into account that (i) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the Rights Issue can sell the nil-paid rights in the market; (ii) the Rights Issue allows the Qualifying Shareholders to subscribe for their pro-rata Rights Shares for the purpose of maintaining their respective existing shareholding interests in the Company and apply for excess Rights Shares subject to the level of acceptance; and (iii) the Subscription Price was determined with reference to the prevailing market prices and the financial position of the Group.

Basis of provisional allotments

The basis of the provisional allotment shall be one (1) Rights Share for every two (2) existing Shares in issue and held by the Qualifying Shareholders at the close of business on the Record Date at the Subscription Price payable in full on acceptance and otherwise on the terms and subject to the conditions set out in the Prospectus Documents.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance. Any holding (or balance of holdings) of less than two (2) Shares will not entitle the holders to be provisionally allotted a Rights Share. Please refer to the arrangement as referred to in the paragraph headed "Fractional entitlements of the Rights Shares" below.

Qualifying Shareholders

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not being an Excluded Shareholder as at the close of business on the Record Date. In order to be registered as a member of the Company on the Record Date, a Shareholder must lodge the relevant transfer(s) of Share(s) (with the relevant share certificates) with the Registrar by 4:30 p.m. on Monday, 17 January 2022.

The last day of dealing in the Shares on cum-rights basis is Thursday, 13 January 2022. The Shares will be dealt with on an ex-rights basis from Friday, 14 January 2022. Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Excluded Shareholders should note that their shareholdings in the Company will be diluted.

Shareholders whose Shares are held by nominee companies (or which are deposited in CCASS) should note that the Board will regard a nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Shareholders with their Shares held by nominee companies (or which are deposited in CCASS) are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date. Shareholders and investors of the Company should consult their professional advisers if they are in doubt.

Excluded Shareholder(s) (if any)

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. As at 4 January 2022, there were a total of 129 Overseas Shareholders with registered addresses located in Australia, the United States of America, Great Britain, New Zealand and the British Virgin Islands. The aforementioned Overseas Shareholders were interested in an aggregate of 156,529,467 Shares, representing approximately 3.91% of the total number of the existing issued Shares, of which 155,000,000 Shares, representing approximately 3.875% of the total number of the existing issued Shares were beneficially owned by Dr. Hui Chi Ming. In compliance with the necessary requirements of the Listing Rules, the Company will make enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholder(s) (if any). If the Directors consider that it is necessary or expedient to exclude any Shareholder from the Rights Issue on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that (those) place(s) after taking into consideration of the legal opinions provided by the legal advisers to the Company, the Rights Issue will not be extended to such Overseas Shareholder(s).

The basis for excluding the Excluded Shareholder(s), if any, from the Rights Issue will be set out in the Prospectus. The Company will send the Prospectus only (without the PAL and the EAF) and a letter explaining the circumstances in which the Excluded Shareholders are not permitted to participate in the Rights Issue to the Excluded Shareholders for their information only.

Arrangements will be made for Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholder(s) to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, of more than HK\$100 will be paid to the relevant Excluded Shareholder(s) pro rata to their shareholdings held on the Record Date. The Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold entitlement of Excluded Shareholder(s) to the Rights Shares, and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares, will be made available for excess applications by Qualifying Shareholders under the EAF(s).

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue subject to the results of the enquiries made by the Company pursuant to the Listing Rules. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Fractional entitlements of the Rights Shares

In any event, fractions of the Rights Shares will not be provisionally allotted to any of the Qualifying Shareholders. Fractional entitlements will be rounded down to the nearest whole number of Rights Shares. Any Rights Share created from the aggregation of fractions of the Rights Shares will be made available for excess application by the Qualifying Shareholders as described in the paragraph headed “Application for excess Rights Shares” below. No odd-lot matching services will be provided.

Application for excess Rights Shares

Qualifying Shareholders are entitled to apply for, by way of excess application:

- (i) any unsold entitlements to the Rights Shares of the Excluded Shareholder(s) (if any);
- (ii) any unsold Rights Shares created by aggregating fractions of the Rights Shares; and
- (iii) any nil-paid Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise not subscribed for by renounees or transferees of nil-paid Rights Shares.

(i) to (iii) are collectively referred to as “Untaken Rights”.

Applications for excess Rights Shares may be made by completing an EAF and lodging the same with a separate remittance for the full amount payable for the excess Rights Shares being applied for. The Directors will allocate any excess Rights Shares at their discretion on a fair and equitable basis on the following principles:

- (i) any excess Rights Shares will be allocated to Qualifying Shareholders who apply for them as far as practicable on a pro-rata basis by reference to the number of the excess Rights Shares applied for under each application;
- (ii) no references will be made to the Rights Shares subscribed through applications by PALs or the existing number of Shares held by Qualifying Shareholders;
- (iii) no preferences will be given to applications for topping up odd-lot holdings to whole lot holdings; and
- (iv) pursuant to Rule 7.21(3)(b) of the Listing Rules, the Company will also take steps to identify the applications for excess Rights Shares made by Dr. Hui Chi Ming and his associates (together, the “**Relevant Shareholders**”), whether in their own names or through nominees. The Company shall disregard the Relevant Shareholders’ applications for excess Rights Shares to the extent the total number of excess Rights Shares they have applied for exceeds a maximum number equivalent to the total number of Rights Shares offered under the Rights Issue minus the number of Rights Shares taken up by the Relevant Shareholders under their assured entitlements to the Rights Shares.

If the aggregate number of Rights Shares underlying the Untaken Rights is greater than the aggregate number of excess Rights Shares being applied for under EAFs, the Directors will allocate to each Qualifying Shareholder who applies for excess Rights Shares the actual number of excess Rights Shares being applied for.

Investors whose Shares are held by a nominee company (including HKSCC Nominees Limited) should note that for the purpose of the Rights Issue, the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, investors should note that the aforesaid arrangement in relation to the allocation of excess Rights Shares will not be extended to beneficial owners individually. Investors whose Shares are held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date. For those investors who would like to have their names registered on the register of members of the Company, all necessary documents must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Monday, 17 January 2022.

Status of the Rights Shares

The Rights Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid by the Company after the date of allotment and issue of the Rights Shares in their fully-paid form.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfillment and/or waiver (where applicable) of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered addresses, at their own risk, on or before Tuesday, 22 February 2022.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Tuesday, 22 February 2022 by ordinary post to the applicants' registered addresses, at their own risk.

Application for listing of the Rights Shares

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms.

The board lot size of the nil-paid Rights Shares will be the same as that of the fully-paid Rights Shares, i.e. 2,000 Shares in one board lot.

Rights Shares will be eligible for admission into CCASS

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement dates of the dealings in the Rights Shares in both their nil-paid and fully-paid forms or such other dates as may be determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Stamp duty and other applicable fees

Dealing in the Rights Shares in both their nil-paid and fully-paid forms which are registered in the register of members of the Company in Hong Kong will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

Taxation

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Excluded Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

Conditions of the Rights Issue

The Rights Issue is conditional upon the fulfillment or waiver (as appropriate) of each of the following conditions:

- (a) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance not later than the Posting Date;
- (b) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus and a letter to the Excluded Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue on the Posting Date;
- (c) the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal, in the Shares as well as the Rights Shares in nil-paid and fully-paid forms by no later than the Business Day prior to the first day of their dealings; and

- (d) each condition to enable the Rights Shares in their nil-paid or fully-paid forms to be admitted as eligible securities for deposit, clearance and settlement in CCASS having been satisfied on or before the Business Day prior to the commencement of trading of the Rights Shares (in their nil paid and fully-paid forms, respectively) and no notification having been received by the Company from the HKSCC by such time that such admission or facility for holding and settlement has been or is to be refused.

All conditions set out above cannot be waived. If any of the above conditions is not satisfied at or prior to the respective time stipulated therein, the Rights Issue will not proceed.

Non-underwritten basis

Subject to the fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares and the level of subscription of the excess Rights Shares. There is no minimum amount to be raised under the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the PAL or for excess Rights Shares under the EAF can be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 7.19(5)(b) of the Listing Rules.

Irrevocable Undertakings

As at the date of this announcement, each of Wisdom On Holdings Ltd., Hong Kong Finance Investment Limited, Hong Kong Finance Equity Management Limited, Hong Kong Finance Equity Investment Limited and Hong Kong Finance Equity Holding Limited, which are collectively interested in 2,139,486,542 Shares, representing approximately 53.49% of the existing issued Shares, has irrevocably undertaken to the Company:

- (a) to take up all of its entitlement under the PAL in respect of the Shares beneficially owned by it;

- (b) that the Shares referred to in paragraph (a) above will remain registered in its name at the close of business on the Record Date as they are on the date hereof;
- (c) to procure that the acceptance in full in respect of the aforesaid Rights Shares provisionally allotted to it and/or its nominees shall be lodged with the Share Registrar or the Company, with payment in full therefor in cash (whether by cheque, bank cashier's order or such other form as the Company may approve), by no later than 4:00 p.m. on the Date of Acceptance or such later date as the Company may agree; and
- (d) that it shall not, and shall procure that (so far as reasonably possible) companies controlled by it do not, dispose of or transfer any Shares, or any interests therein from the date hereof up to and including two Business Days after the Acceptance Date.

Each of Wisdom On Holdings Ltd., Hong Kong Finance Investment Limited, Hong Kong Finance Equity Management Limited, Hong Kong Finance Equity Investment Limited and Hong Kong Finance Equity Holding Limited has also irrevocably authorized the Company, in the Company's discretion, to treat the undertaking as its acceptance of such Rights Shares provisionally allotted to it on the terms of the Prospectus Documents (save as regards the time for acceptance and payment), to allot and issue the same in its name and to procure the registration of the same in its name in the event that it fails to comply with the undertakings given above.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Rights Issue which is indicative only and has been prepared on the assumption that all the conditions of the Rights Issue will be fulfilled:

Event	Date
Publication of the Rights Issue announcement	Monday, 10 January 2022
Last day of dealing in the Shares on a cum-rights basis.	Thursday, 13 January 2022
First day of dealing in the Shares on an ex-rights basis	Friday, 14 January 2022

Event	Date
Latest time for lodging transfers of Shares to qualify for the Rights Issue	4:30 p.m. on Monday, 17 January 2022
Closure of the register of members (both days inclusive)	Tuesday, 18 January 2022 to Monday, 24 January 2022
Record Date	Monday, 24 January 2022
Despatch of Prospectus Documents.....	Tuesday, 25 January 2022
First day of dealing in nil-paid Rights Shares	Thursday, 27 January 2022
Latest time for splitting nil-paid Rights Shares	4:30 p.m. on Friday, 4 February 2022
Last day of dealing in nil-paid Rights Shares	Wednesday, 9 February 2022
Latest time of acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares.....	4:00 p.m. on Monday, 14 February 2022
Latest time for the Rights Issue to become unconditional	4:30 p.m. on Tuesday, 15 February 2022
Announcement of the allotment results of the Rights Issue.....	Monday, 21 February 2022
Despatch of refund cheques for wholly or partially unsuccessful excess applications	Tuesday, 22 February 2022

Event	Date
Despatch of share certificates of fully-paid Rights Shares	Tuesday, 22 February 2022

Dealings in fully-paid Rights Shares commence Wednesday, 23 February 2022

All times and dates in this announcement refer to Hong Kong local times and dates.

Dates or deadlines specified in the expected timetable above or in other parts of this announcement are indicative only and may be extended or amended varied by the Company. Any change to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by super typhoons as announced by the Government of Hong Kong or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12: 00 noon and no longer in force after 12:00 noon on Monday, 14 February 2022. Instead, the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Monday, 14 February 2022. Instead, the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares does not take place on or before 4:00 p.m. on Monday, 14 February 2022, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 18 January 2022 to Monday, 24 January 2022 (both dates inclusive) for determining the Shareholders' entitlements to the Rights Issue. No transfer of Shares will be registered during the above book closure period.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE

The Company is an investment holding company and its subsidiaries are principally engaged in the property development and investment, trading of electronic products, oil and gas exploration and production, mineral mining, and the provision of financial services.

As at 30 June 2021, the Group's borrowings amounted to approximately HK\$384.2 million. The Group intends to raise additional funding to repay part of the borrowings. The Board had considered various means of fund raising, such as debt financing/bank borrowings and placing of new Shares, before resolving to the Rights Issue. The Company has considered the pros and cons of different fund-raising options. In respect of debt financing, the Board considers that further debt financing would result in additional interest burden and higher gearing ratio of the Group which is not beneficial to the Group. Placing of new Shares is not adopted as it does not allow the Qualifying Shareholders the right to participate in the fund-raising exercise and their respective shareholdings in the Company would be diluted without being offered an opportunity to maintain their proportionate interests in the Company. In comparison, the Rights Issue is pre-emptive in nature, allowing Qualifying Shareholders to maintain their respective pro-rata shareholding through their participation in the Rights Issue. The Rights Issue allows the Qualifying Shareholders to (i) increase their respective interests in the shareholding of the Company by acquiring additional rights entitlement in the open market (subject to the availability); or (ii) reduce their respective interests in the shareholding of the Company by disposing of their rights entitlements in the open market (subject to the market demand). In addition, the Board believes that the Rights Issue will enable the Group to strengthen its capital base and enhance its financial position for business development. As open offer does not allow the trading of rights entitlements, rights issue is preferred.

As the Rights Issue will be on a non-underwritten basis, the actual amount of the net proceeds of the Rights Issue cannot be ascertained at this moment. However, having considered that shareholders holding approximately 53.49% of the existing issued Shares have irrevocably undertaken to fully take up their entitlements under the PALs in respect of the Shares beneficially owned by them, the Company expects that the Rights Issue will be well received by Shareholders who are offered the opportunity to participate in the potential growth of the Group's businesses in the future. There are no minimum amounts of proceeds that the Company intends to raise. Nevertheless, in the event that there is any shortfall in net proceeds from the Rights Issue, the Company may finance such shortfall for repayment of borrowings by internal resources, working capital and/or other means of financing as and when appropriate. Based on the above, the Board considers that raising capital through the Rights Issue is in the interest of the Company and the Shareholders as a whole.

USE OF PROCEEDS

The estimated net proceeds of the Rights Issue will be up to (i) approximately HK\$198.5 million (assuming no changes in the share capital of the Company on or before the Record Date); or (ii) approximately HK\$199.5 million (assuming no changes in the share capital of the Company on or before the Record Date other than the conversion in full of the Convertible Bonds). The Company intends to utilize the entire net proceeds from the Rights Issue to repay part of its borrowings.

The Directors consider that it is appropriate to propose the Rights Issue as a means of fund raising for repayment of loans and the terms of the Rights Issue, including the Subscription Price, are fair and reasonable based on the current market conditions.

CHANGE IN THE SHAREHOLDING STRUCTURE OF THE COMPANY ARISING FROM THE RIGHTS ISSUE

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon completion of the Rights Issue (assuming all Shareholders have taken up their entitled Rights Shares); and (iii) Immediately after completion of the Rights Issue (assuming none of the Shareholders have taken up any entitled Rights Share), for illustration purposes only:

Assuming there are no changes in the share capital of the Company on or before the Record Date:

Name of substantial Shareholders	As at the date of this announcement		Immediately after completion of the Rights Issue (assuming all Shareholders have taken up their entitled Rights Shares)		Immediately after completion of the Rights Issue (assuming none of the Shareholders have taken up any entitled Rights Share)	
	<i>Number of issued Shares</i>		<i>Number of issued Shares</i>		<i>Number of issued Shares</i>	
	<i>Approximate %</i>	<i>Approximate %</i>	<i>Approximate %</i>	<i>Approximate %</i>	<i>Approximate %</i>	<i>Approximate %</i>
Dr. Hui Chi Ming	2,139,486,542	53.49	3,209,229,813	53.49	3,209,229,813	63.30
Public Shareholders	<u>1,860,513,458</u>	<u>46.51</u>	<u>2,790,770,187</u>	<u>46.51</u>	<u>1,860,513,458</u>	<u>36.70</u>
Total	<u>4,000,000,000</u>	<u>100.00</u>	<u>6,000,000,000</u>	<u>100.00</u>	<u>5,069,743,271</u>	<u>100.00</u>

Assuming there are no changes in the share capital of the Company on or before the Record Date other than the conversion in full of the Convertible Bonds:

Name of substantial Shareholders	Assuming all Convertible Bonds are converted on or before the Record Date		Immediately after completion of the Rights Issue (assuming all Shareholders have taken up all the entitled Rights Shares)		Immediately after completion of the Rights Issue (assuming none of the Shareholders have taken up any entitled Rights Share)	
	<i>Number of issued Shares</i>		<i>Number of issued Shares</i>		<i>Number of issued Shares</i>	
	<i>Approximate %</i>	<i>Approximate %</i>	<i>Approximate %</i>	<i>Approximate %</i>	<i>Approximate %</i>	<i>Approximate %</i>
Dr. Hui Chi Ming	2,139,486,542	53.22	3,209,229,813	53.22	3,209,229,813	63.05
Public Shareholders	<u>1,880,921,621</u>	<u>46.78</u>	<u>2,821,382,431</u>	<u>46.78</u>	<u>1,880,921,621</u>	<u>36.95</u>
Total	<u>4,020,408,163</u>	<u>100.00</u>	<u>6,030,612,244</u>	<u>100.00</u>	<u>5,090,151,434</u>	<u>100.00</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, 407,187,143 Shares held by Hong Kong Finance Equity Management Limited, 841,780,284 Shares held by Hong Kong Finance Equity Investment Limited, and 611,639,115 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 Chi Ming. 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 Chi Ming.
- 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.

FUND RAISING EXERCISE OF THE COMPANY DURING THE PAST 12 MONTHS

Set out below is the fundraising activities conducted by the Company during the past twelve months immediately prior to the date of this announcement:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of announcement
7 June 2021	Issue of convertible bonds in an aggregate principal amount of HK\$20 million under general mandate granted by the Shareholders at the annual general meeting held on 15 July 2020	HK\$19.8 million	General working capital of the Group	General working capital of HK\$19.8 million

Save as the abovementioned, the Company had not conducted any other fundraising exercise in the past twelve months immediately preceding the date of this announcement.

POSSIBLE ADJUSTMENT TO THE CONVERTIBLE BONDS

The Rights Issue may lead to adjustments to the conversion price and/or the number of Shares to be issued upon exercise of the conversion rights under the Convertible Bonds. The Company will notify the holders of such Convertible Bonds and the Shareholders by way of announcement (as and when appropriate) regarding adjustments to be made (if any) pursuant to the terms of the Convertible Bonds.

LISTING RULES IMPLICATIONS

As the Company has not conducted any rights issue or open offer within the 12-month period prior to the date of this announcement and the Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50% within the 12-month period immediately preceding the date of this announcement, and the Rights Issue is not underwritten by a Director, chief executive or substantial shareholder of the Company (or any of their respective close associates), the Rights Issue is not subject to Shareholders' approval under the Listing Rules.

GENERAL

Subject to the fulfillment of certain conditions of the Rights Issue, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders. The Company will despatch the Prospectus to the Excluded Shareholders for their information only, but the Company will not send the PALs and EAFs to the Excluded Shareholders.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.

Any dealing in the Shares from the date of this announcement up to the date on which all conditions of the Rights Issue are fulfilled, and any Shareholder dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders or other persons contemplating any dealing in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

Subject to the fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (excluding Saturday, Sunday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Wisdom Wealth Resources Investment Holding Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Convertible Bonds”	2% coupon convertible bonds in an aggregate outstanding principal amount of HK\$20 million issued by the Company
“Director(s)”	director(s) of the Company
“EAF(s)”	the form(s) of application for use by the Qualifying Shareholders who wish to apply for excess Rights Shares

“Excluded Shareholder(s)”	those Overseas Shareholder(s) whom the Board, after making enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange, consider it necessary or expedient to exclude such Shareholders from the Rights Issue
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Irrevocable Undertakings”	means the undertakings granted by Wisdom On Holdings Ltd., Hong Kong Finance Investment Limited, Hong Kong Finance Equity Management Limited, Hong Kong Finance Equity Investment Limited and Hong Kong Finance Equity Holding Limited in favour of the Company, the terms of which are set out in the sub-section headed “Irrevocable Undertakings” in this announcement
“Last Trading Day”	7 January 2022, being the last trading day of the Shares on the Stock Exchange before the release of this announcement
“Latest Time for Acceptance”	4:00 p.m. on Monday, 14 February 2022 (or such later time or date as may be determined by the Company), being the latest time for acceptance of, and payment for, the Rights Shares and application and payment for excess Rights Shares
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear on the register of members of the Company on the Record Date and whose address(es) as shown on such register is/are in a place(s) outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be used in connection with the Rights Issue in such form as the Company may approve
“Posting Date”	Tuesday, 25 January 2022 or such other date as the Company may determine in writing for the despatch of the Prospectus Documents
“Prospectus”	the prospectus to be despatched to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	the Prospectus, the PAL(s) and the EAF(s)
“Qualifying Shareholders”	Shareholder(s), other than the Excluded Shareholder(s), whose name(s) appear on the register of members of the Company as at the close of business on the Record Date
“Record Date”	the date by reference to which entitlements under the Rights Issue are expected to be determined, which is currently scheduled to be on Monday, 24 January 2022 or such later date as announced by the Company
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Rights Issue”	the proposed issue by way of rights on the basis of one (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders on the Record Date at the Subscription Price
“Rights Share(s)”	the new Share(s) proposed to be allotted and issued by the Company pursuant to the Rights Issue

“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.1 per Rights Share
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers of Hong Kong
“%”	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, 10 January 2022

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 Bui, Stanford, Mr. Tam Chak Chi and Mr. Ma Kin Ling.