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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) RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES
HELD ON THE RECORD DATE
ON A NON-UNDERWRITTEN BASIS;
AND
(2) ADJUSTMENTS RELATING TO
THE CONVERTIBLE BONDS**

Reference is made to the prospectus of Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”) dated 17 March 2022 (the “**Prospectus**”) in relation to the Rights Issue. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that all conditions set out in the Prospectus were fulfilled and the Rights Issue became unconditional on 1 April 2022.

As at 4:00 p.m. on Thursday, 31 March 2022, being the latest time for acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares, a total of 9 valid acceptances and applications had been received for a total of 1,610,531,394 Rights Shares, representing approximately 80.53% of the maximum number of 2,000,000,000 Rights Shares available for subscription under the Rights Issue, which comprise:

- (i) 6 valid acceptances of provisional allotments under the PALs in respect of 649,406,394 Rights Shares, representing approximately 32.47% of the maximum number of 2,000,000,000 Rights Shares available for subscription under the Rights Issue; and
- (ii) 3 valid applications for excess Rights Shares under the EAFs in respect of 961,125,000 Rights Shares, representing approximately 48.06% of the maximum number of 2,000,000,000 Rights Shares available for subscription under the Rights Issue.

Based on the subscription results, the Rights Issue was undersubscribed by 389,468,606 Rights Shares, representing approximately 19.47% of the maximum number of 2,000,000,000 Rights Shares available for subscription under the Rights Issue.

EXCESS APPLICATION

Based on the number of valid acceptances of provisional allotments mentioned above, 1,349,828,958 nil-paid Rights Shares provisionally allotted to Qualifying Shareholders under the PAL were not accepted by Qualifying Shareholders or were not subscribed for by renounces or transferees of the nil-paid Rights Shares. Together with the unsold entitlements to the Rights Shares which were provisionally allotted to the Excluded Shareholders and the unsold Rights Shares created by aggregating fractions of the Rights Shares, 1,350,593,606 Rights Shares, representing approximately 67.53% of the maximum number of 2,000,000,000 Rights Shares available for subscription under the Rights Issue, were available for excess application.

As the aggregate number of Rights Shares available for excess application is greater than the aggregate number of excess Rights Shares being applied for under EAFs, the Board considers that it is fair and equitable to accept all valid excess applications for a total of 961,125,000 Rights Shares and to allot and issue such number of excess Rights Shares applied to each of the applicants in full. Therefore, no refund cheques for wholly and partially unsuccessful applications for excess Rights Shares will be posted.

USE OF PROCEEDS

The gross proceeds from the Rights Issue are approximately HK\$161.1 million and the net proceeds from the Rights Issue, after deducting all relevant expenses for the Rights Issue, are estimated to be approximately HK\$159.6 million, which shall be utilized entirely for repayment of part of the Group's borrowings.

IRREVOCABLE UNDERTAKINGS

Pursuant to the Irrevocable Undertakings, 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, all of which are directly or indirectly wholly-owned by Dr. Hui Chi Ming, had undertaken to take up all of its entitlement under the PAL in respect of the Shares beneficially owned by it. However, the actual acceptances of Rights Shares were made in a manner as set out in the following table rather than in accordance with the Irrevocable Undertakings.

Name of subscriber	Number of Rights Shares undertaken to be subscribed under the Irrevocable Undertakings	Number of Rights Shares actually subscribed under provisional allotment and excess application
Hong Kong Finance Equity Investment Limited	420,890,142	73,580,000
Hong Kong Finance Equity Holding Limited	311,335,557	1,270,646,000
Hong Kong Finance Equity Management Limited	203,593,571	118,593,570
Hong Kong Finance Investment Limited	138,963,000	138,963,000
Wisdom On Holdings Ltd.	477,000	—
Total	<u>1,075,259,270</u>	<u>1,601,782,570</u>

The shortfall of Rights Shares that were provisionally allotted and should have been taken up by Hong Kong Finance Equity Investment Limited, Hong Kong Finance Equity Management Limited, Hong Kong Finance Equity Holding Limited and Wisdom On Holdings Ltd. under the Irrevocable Undertakings were applied for by way of subscription of excess Rights Shares under an EAF by Hong Kong Finance Equity Holding Limited.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company immediately before and after completion of the Rights Issue:

Name of substantial Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>Number of issued Shares</i>	<i>Approximate % (Note 4)</i>	<i>Number of issued Shares</i>	<i>Approximate % (Note 4)</i>
Dr. Hui Chi Ming	2,153,568,542 <i>(Notes 1, 3)</i>	53.84	3,755,351,112 <i>(Notes 2, 3)</i>	66.93
Public Shareholders	<u>1,846,431,458</u>	<u>46.16</u>	<u>1,855,180,282</u>	<u>33.07</u>
Total	<u><u>4,000,000,000</u></u>	<u><u>100.00</u></u>	<u><u>5,610,531,394</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, 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 625,721,115 Shares held by Hong Kong Finance Equity Holding Limited respectively.
- These Shares included 954,000 Shares held by Wisdom On Holdings Ltd., 416,889,000 Shares held by Hong Kong Finance Investment Limited, 525,780,713 Shares held by Hong Kong Finance Equity Management Limited, 915,360,284 Shares held by Hong Kong Finance Equity Investment Limited and 1,896,367,115 Shares held by Hong Kong Finance Equity Holding Limited respectively.
- The issued share capital of Hong Kong Finance Investment Limited is directly wholly-owned by Dr. Hui Chi Ming. The issued share capital of Wisdom On Holdings Ltd., 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.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates for the fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their respective registered addresses at their own risks on Monday, 11 April 2022.

ADJUSTMENTS RELATING TO THE CONVERTIBLE BONDS

As at the date of this announcement, the Company has outstanding Convertible Bonds in a principal amount of HK\$20,000,000, which are convertible into 20,408,163 Shares at the conversion price of HK\$0.98 (subject to adjustments).

Pursuant to the terms and conditions of the Convertible Bonds, the conversion price of the Convertible Bonds and the number of Shares falling to be allotted and issued upon conversion of the Convertible Bonds are not required to be adjusted as a result of the Rights Issue, and the conversion price remains the same at HK\$0.98 per Share.

The auditor of the Company, Cheng & Cheng Limited, Certified Public Accountants, has confirmed to the Directors in writing that no adjustment is required to be made to the conversion price of the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds.

COMMENCEMENT OF DEALINGS OF THE RIGHTS SHARES

Dealings in the Rights Shares in their fully-paid form are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 12 April 2022.

By order of the Board

Wisdom Wealth Resources Investment Holding Group Limited

Dr. Hui Chi Ming, G.B.S., J.P.

Chairman

Hong Kong, 8 April 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 four independent non-executive Directors, namely, Mr. Ngan Kam Biu, Stanford, Mr. Tam Chak Chi, Mr. Ma Kin Ling and Mr. Yiu King Ming.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this announcement misleading.