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If you have sold or transferred all your shares in Wisdom Wealth Resources Investment Holding Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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)

PROPOSED SHARE CONSOLIDATION CHANGE IN BOARD LOT SIZE AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting of Wisdom Wealth Resources Investment Holding Group Limited to be held at 11:00 a.m. on Friday, 28 April 2023 at Units 1910-12, 19th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong is set out on pages 14 to 15 of this circular. A form of proxy for use at the special general meeting is also enclosed. Whether or not you are able to attend the special general meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Standard 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 time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

6 April 2023

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 21 March 2023 in relation to the proposed Share Consolidation and Change in Board Lot Size
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day(s) on which the Stock Exchange generally is/are open for business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, “extreme conditions” caused by super typhoons or black rainstorm warning or other similar event, such day shall for the purposes of this circular be counted as a business day
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 2,000 Shares to 10,000 Consolidated Shares, conditional upon the Share Consolidation becoming effective
“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
“Consolidated Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company

DEFINITIONS

“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“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
“Latest Practicable Date”	30 March 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Committee”	has the same meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Consolidation
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company as at the Latest Practicable Date and prior to the Share Consolidation becoming effective
“Share Consolidation”	the proposed consolidation of every two (2) Shares of HK\$0.10 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.20 each in the share capital of the Company
“Share Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong
“Shareholder(s)”	holder(s) of the Share(s) or the Consolidated Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“substantial shareholder” has the meaning ascribed to it in the Listing Rules

“%” per cent.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and Change in Board Lot Size is set out below. The expected timetable is subject to the results of the SGM and satisfaction of the conditions to the Share Consolidation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this timetable refer to Hong Kong local times and dates.

Event	Date
Latest date and time for lodging transfer documents in order to qualify for attending and voting at SGM	4:30 p.m. on Monday, 24 April 2023
Closure of register of members for determining the entitlement to attend and vote at the SGM (both days inclusive)	Tuesday, 25 April 2023 to Friday, 28 April 2023
Latest date and time for lodging the proxy form for the SGM	11:00 a.m. on Wednesday, 26 April 2023
Date and time of the SGM	11:00 a.m. on Friday, 28 April 2023
Announcement of results of the SGM	Friday, 28 April 2023
<i>The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this circular and therefore the dates are tentative only.</i>	
Effective date of the Share Consolidation	Wednesday, 3 May 2023
First day for free exchange of existing share certificates into new share certificates for Consolidated Shares	Wednesday, 3 May 2023
Dealings in Consolidated Shares commence	9:00 a.m. on Wednesday, 3 May 2023
Original counter for trading in Shares in board lot of 2,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 3 May 2023

EXPECTED TIMETABLE

Event	Date
Temporary counter for trading in Consolidated Shares in temporary board lot of 1,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 3 May 2023
Original counter for trading in Consolidated Shares in board lot of 10,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens	9:00 a.m. on Wednesday, 17 May 2023
Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates) commences	9:00 a.m. on Wednesday, 17 May 2023
Designated broker starts to stand in the market to provide matching services for sale and purchase of odd lots of Consolidated Shares	9:00 a.m. on Wednesday, 17 May 2023
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of Consolidated Shares	4:00 p.m. on Wednesday, 7 June 2023
Temporary counter for trading in Consolidated Shares in temporary board lot of 1,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Wednesday, 7 June 2023
Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates) ends	4:10 p.m. on Wednesday, 7 June 2023
Last day for free exchange of existing share certificates into new share certificates for Consolidated Shares	Friday, 9 June 2023

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)

Honorary Chairman and Senior Consultant:

Dr. Yukio Hatoyama

Executive Directors:

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

Mr. Neil Bush

Dr. Cao Yu

Mr. Xu Jun Jia

Mr. Lam Kwok Hing *M.H., J.P.*

Mr. Nam Kwok Lun

Mr. Hui Ngok Lun

Independent Non-executive Directors:

Mr. Ngan Kam Biu Stanford

Mr. Tam Chak Chi

Mr. Ma Kin Ling

Mr. Yiu King Ming

Registered office:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

*Head office and principal place
of business in Hong Kong:*

Units 1910-12, 19th Floor

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan, Hong Kong

6 April 2023

To the Shareholders,

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

INTRODUCTION

The Company announced on 21 March 2023 that the Board proposed to implement the Share Consolidation and Change in Board Lot Size. The purpose of this circular is to provide you with information regarding the proposed Share Consolidation and Change in Board Lot Size as well as the notice of SGM for the purpose of considering and, if thought fit, approving the Share Consolidation.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every two (2) issued and unissued Shares of HK\$0.10 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.20 each in the share capital of the Company.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$1,000,000,000 divided into 10,000,000,000 Shares of par value of HK\$0.10 each, of which 5,920,281,394 Shares had been issued and were fully paid or credited as fully paid. Assuming no further Shares will be allotted, issued or repurchased from the Latest Practicable Date up to the date of the SGM, immediately upon the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$1,000,000,000 divided into 5,000,000,000 Shares of par value of HK\$0.20 each, of which 2,960,140,697 Consolidated Shares will be in issue which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, all the Consolidated Shares will rank *pari passu* in all respects with each other.

Other than the relevant expenses including, but not limited to, professional fees and printing charges to be incurred in relation to the Share Consolidation and Change in Board Lot Size, the implementation of the Share Consolidation will neither have any effect on the consolidated net asset value of the Group nor alter the underlying assets, business operation, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, if any.

Subject to the fulfillment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Wednesday, 3 May 2023, being one clear Business Day immediately after the date of the SGM. As at the Latest Practicable Date, none of the above conditions have been fulfilled.

LETTER FROM THE BOARD

Application for listing of the Consolidated Shares

An application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Consolidated Shares arising from the Share Consolidation.

Subject to the granting of the approval for the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealing in the Consolidated Shares on the Stock Exchange or such other date as 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. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

The Shares are not listed or dealt in on any stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, the Company has outstanding convertible bonds in a principal amount of HK\$10,000,000, which are convertible into 10,204,082 Shares at the conversion price of HK\$0.98 (subject to adjustments).

In addition, on 9 March 2023, the Company and a subscriber entered into a subscription agreement, pursuant to which, the Company has agreed to issue the convertible notes in an aggregate principal amount of HK\$100,000,000, which are convertible into 400,000,000 Shares at a conversion price of HK\$0.25 (subject to adjustments), upon full conversion of the convertible notes. As at the Latest Practicable Date, the issue of the convertible notes had not been completed yet.

The Share Consolidation may lead to adjustments to the conversion price and the number of shares falling to be issued upon conversion of the convertible bonds and convertible notes. Further announcement(s) regarding the adjustment(s) will be made in accordance with the Listing Rules as and when appropriate.

Save as disclosed above, as at the Latest Practicable Date, the Company had no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into any Share or Consolidated Share.

LETTER FROM THE BOARD

Fractional entitlement to Consolidated Shares

The fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation, if any, will be cancelled. Any fractional Consolidated Shares to which the Shareholders are entitled shall be aggregated and sold in the market for the benefit of the Company, if a premium (net of expenses) can be obtained.

Free exchange of share certificates for the Consolidated Shares

Subject to the Share Consolidation becoming effective, the Shareholders may, on or after Wednesday, 3 May 2023 until Friday, 9 June 2023 (both days inclusive), submit share certificates for the Shares (in yellow colour) to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares (in green colour) on the basis of every two (2) Shares for one (1) Consolidated Share.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 each (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Share Registrar for each share certificate for the Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates involved is higher.

Subject to and upon the Share Consolidation becoming effective, after 4:10 p.m. on Wednesday, 7 June 2023, trading will only be in Consolidated Shares which share certificates will be issued in green colour. Existing share certificates in yellow colour for the Shares will cease to be valid for trading, settlement and registration purpose, but will remain valid and effective as documents of title.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed One China Securities Limited as an agent to provide matching services, on a best-effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Shareholders who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or top up to a full board lot may, directly or through their brokers, contact Ms. Carmen Wong of One China Securities Limited at 2/F., Cheong K. Building, 86 Des Voeux Road Central, Central, Hong Kong or by phone at (852) 3188 2676 during office hours from 9:00 a.m. on Wednesday, 17 May 2023 to 4:00 p.m. on Wednesday, 7 June 2023.

LETTER FROM THE BOARD

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Shares were traded on the Stock Exchange in board lot size of 2,000 Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 2,000 Shares to 10,000 Consolidated Shares, subject to and upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.119 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, the market value of each board lot of 2,000 Shares is HK\$238. Upon the Share Consolidation and Change in Board Lot Size becoming effective, based on the theoretical closing price of HK\$0.238 per Consolidated Share as at the Latest Practicable Date, the market value of each board lot of 10,000 Consolidated Shares would be HK\$2,380.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Under Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, pursuant to the requirements set out in “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, (i) market price of the shares at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) the expected board lot value per board lot should be greater than HK\$2,000 after taking into account the minimum transaction costs for a securities trade.

LETTER FROM THE BOARD

In view of the prevailing trading prices of the Shares, the Board proposes to implement the Share Consolidation in order to comply with the trading requirements of the Listing Rules. The Share Consolidation will reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Consolidated Shares. Given that the Shares or the Consolidated Shares (as the case may be) were traded significantly below HK\$2,000 per board lot, the Board proposes to change the board lot size for trading in Shares on the Stock Exchange from 2,000 Shares to 10,000 Consolidated Shares conditional upon the Share Consolidation becoming effective. Upon the Share Consolidation and Change in Board Lot Size becoming effective, based on the theoretical closing price of HK\$0.238 per Consolidated Share as at the Latest Practicable Date, and the board lot value of 10,000 Consolidated Shares is approximately HK\$2,380.

The Company has considered other alternative ratios for the Share Consolidation and the Change in Board Lot Size. However, if the consolidation ratio is lower than the proposed ratio of 2-to-1 or a smaller board lot size is adopted, the value per board lot may fall under the recommended value of HK\$2,000 per board lot easily with the fluctuation in the market price of the Shares. On the other hand, if the consolidation ratio is too high or a larger board lot size is adopted, the transaction value per board lot may be too high for the investing public for trading in the Shares and discourage them to deal with the Shares. Therefore, the Company considers that the proposed ratio of the Share Consolidation and the Change in Board Lot Size are in the best interests of the Company and its Shareholders as a whole.

The Board considers that the Share Consolidation and Change in Board Lot Size will (i) increase the value of each board lot and reduce the overall transaction and handling costs of dealing in the Consolidated Shares as a proportion of the market value of each board lot since most of the banks/securities houses will charge a minimum transaction cost for each securities trade; and (ii) maintain the trading amount for each board lot at a reasonable level and attract a broader range of institutional and professional investors and other members of the investing public and thus broaden the shareholder base of the Company.

Other than the relevant expenses including, but not limited to, professional fees and printing charges to be incurred in relation to the Share Consolidation and Change in Board Lot Size, the implementation of the Share Consolidation will neither have any effect on the consolidated net asset value of the Group nor alter the underlying assets, business operation, management or financial position of the Company or the proportionate interests or rights of the Shareholders. In view of the above, the Board considers that the Share Consolidation and Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had no intentions to carry out any other corporate action that may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size in the next twelve months. Although the Company does not have any concrete plan for fundraising activities at the moment, the Company may conduct fundraising activities as and when appropriate opportunities arise given its funding needs for repayment of borrowings and further development of the property development project in Zhanjiang. In considering any potential corporate action and/or fundraising activity, the Board will endeavor to minimize the impact that may have on the intended purpose of the Share Consolidation and Change in Board Lot Size.

ACTIONS TO BE TAKEN

Set out on pages 14 to 15 of this circular is a notice convening the SGM at which a resolution will be proposed to approve the proposed Share Consolidation.

Whether or not you are able to attend the SGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Share Registrar, Tricor Standard Limited at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the SGM (i.e. by 11:00 a.m. on Wednesday, 26 April 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING AT THE SGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the ordinary resolution as set out in the notice of the SGM will be put to vote by way of poll at the SGM.

An announcement on the poll vote results will be made by the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

To ascertain the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 25 April 2023 to Friday, 28 April 2023 (both days inclusive), during which period no transfers of Shares will be registered. In order to qualify for the entitlement to attend and vote at the SGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Share Registrar, Tricor Standard Limited at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong by 4:30 p.m. on Monday, 24 April 2023 (Hong Kong time).

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 herein or this circular misleading.

RECOMMENDATIONS

The Directors consider that the Share Consolidation is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the SGM.

Yours faithfully,

For and on behalf of the Board

Wisdom Wealth Resources Investment Holding Group Limited

Dr. Hui Ching Ming, *G.B.S., J.P.*

Chairman

NOTICE OF SGM



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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Wisdom Wealth Resources Investment Holding Group Limited (the “Company”) will be held at 11:00 a.m. on Friday, 28 April 2023 at Units 1910-12, 19th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**, subject to the fulfilment of all the conditions (the “Conditions”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 6 April 2023, a copy of which has been tabled at the meeting, with effect from the second business day immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is the later):

- (a) every two (2) issued and unissued shares with a par value of HK\$0.10 each (the “Shares”) in the share capital of the Company be consolidated into one (1) share with a par value of HK\$0.20 each (the “Consolidated Share(s)”) in the share capital of the Company (the “Share Consolidation”);
- (b) all fractional entitlements (if any) to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit; and

NOTICE OF SGM

- (c) any one of the Directors be and is hereby authorised generally to do all such acts and things and sign, execute and deliver all such documents, which are ancillary to the Share Consolidation on behalf of the Company, including under seal where applicable, as he may consider necessary, desirable or expedient to give effect to, implement and complete the Share Consolidation and the transactions contemplated thereunder.”

By order of the Board

Wisdom Wealth Resources Investment Holding Group Limited

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

Chairman

Hong Kong, 6 April 2023

Registered Office:

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

Notes:

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one or, if holding two or more shares (“Shares”) of the Company, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the SGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or person authorised, and must be deposited with the Company’s branch share registrar and transfer office in Hong Kong (“Share Registrar”), Tricor Standard Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the SGM (i.e. by 11:00 a.m. on Wednesday, 26 April 2023) or any adjournment thereof.
4. For the purpose of determining members who are qualified for attending the SGM, the register of members of the Company will be closed from Tuesday, 25 April 2023 to Friday, 28 April 2023, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending the SGM, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Share Registrar at the address stated in note 3 above not later than 4:30 p.m. on Monday, 24 April 2023 for registration.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above SGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on all proposed resolutions set out in this notice will be taken by a poll.
7. If a tropical cyclone warning signal No. 8 or above is hoisted or remains hoisted or “extreme conditions” caused by super typhoons or black rainstorm warning is in forced at 9:00 a.m. on Friday, 28 April 2023, the SGM will be proposed to be adjourned to a date to be determined. The Company will make a separate announcement on this.
8. All times and dates specified herein refer to Hong Kong local times and dates.
9. As at the date of this notice, 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.