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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)

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
- (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 force 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.