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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)

**COMPLETION OF ISSUE OF CONVERTIBLE NOTES
UNDER GENERAL MANDATE
AND
ADJUSTMENT TO CONVERSION PRICE OF
THE CONVERTIBLE NOTES**

COMPLETION OF ISSUE OF CONVERTIBLE NOTES

Completion of the Subscription Agreement (as supplemented by the supplemental agreements dated 16 March 2023 and 14 April 2023) took place on 5 May 2023 and the Convertible Notes in an aggregate principal amount of HK\$100,000,000 were issued to the Subscriber in accordance with the terms and conditions of the Subscription Agreement (as supplemented by the supplemental agreements dated 16 March 2023 and 14 April 2023).

**ADJUSTMENT TO THE CONVERSION PRICE OF THE
CONVERTIBLE NOTES**

Following the Share Consolidation taking effect on 3 May 2023, the Conversion Price of the Convertible Notes was adjusted from HK\$0.25 per Share to HK\$0.50 per Consolidated Share with immediate effect pursuant to the terms of the instrument of the Convertible Notes and the number of Consolidated Shares to be issued upon full conversion of the Convertible Notes would be changed to 200,000,000 accordingly.

References are made to the announcements of Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”) dated 9 March 2023, 16 March 2023 and 14 April 2023 in relation to the issue of the Convertible Notes under General Mandate and the circular and announcement of the Company dated 6 April 2023 and 28 April 2023 in relation to, inter alia, the proposed Share Consolidation. Capitalized terms used in this announcement shall have the same meanings as those defined in the abovementioned announcements and circular, unless otherwise stated.

COMPLETION OF THE ISSUE OF THE CONVERTIBLE NOTES

The Board is pleased to announce that all conditions precedent of the Subscription Agreement (as supplemented by the supplemental agreements dated 16 March 2023 and 14 April 2023) have been fulfilled and completion of the Subscription Agreement took place on 5 May 2023 in accordance with the terms and conditions of the Subscription Agreement (as supplemented by the supplemental agreements dated 16 March 2023 and 14 April 2023). The Convertible Notes in an aggregate principal amount of HK\$100,000,000 have been issued to the Subscriber.

ADJUSTMENT TO CONVERSION PRICE OF THE CONVERTIBLE NOTES

As disclosed in the announcement of the Company dated 28 April 2023, the Share 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 took effect on 3 May 2023. Pursuant to the terms of the instrument of the Convertible Notes, the conversion price of the Convertible Notes and the number of Consolidated Shares to be issued upon exercise of the conversion rights attaching to the Convertible Notes would be adjusted in the following manner with immediate effect following the Share Consolidation became effective:

	Immediately before the Share Consolidation becoming effective		Immediately after the Share Consolidation becoming effective	
	Number of Shares to be allotted and issued upon full exercise of the conversion rights under the Convertible Notes	Initial conversion price per Share	Number of Consolidated Shares to be allotted and issued upon full exercise of the conversion rights under the Convertible Notes	Adjusted conversion price per Consolidated Share
Convertible Notes	<u>400,000,000</u>	<u>HK\$0.25</u>	<u>200,000,000</u>	<u>HK\$0.50</u>

Save for the above adjustments, all other terms and conditions of the Convertible Notes remain unchanged.

GENERAL MANDATE

The maximum number of Consolidated Shares that can be issued under the General Mandate is 580,428,139 Consolidated Shares, being 20% of the theoretical total number of Consolidated Shares in issue as at the date of the annual general meeting of the Company held on 16 June 2022. As at the date of this announcement, the Company has allotted or issued 58,000,000 Consolidated Shares under the General Mandate in accordance with the share subscription agreement dated 23 February 2023.

Based on the adjusted Conversion Price of HK\$0.50 per Conversion Share, a total of 200,000,000 Conversion Shares will be allotted and issued under the General Mandate upon full conversion of the Convertible Notes. After completion of the issue and allotment of the Conversion Shares upon full conversion of the Convertible Notes, the maximum number of Consolidated Shares that can be allotted and issued under the General Mandate will be 322,428,139.

EFFECT ON THE SHAREHOLDING STRUCTURE

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon full conversion of the Convertible Notes at the adjusted Conversion Price, assuming there are no changes in the issued share capital of the Company from the date of this announcement and up to the date of the full conversion of the Convertible Notes, for illustration purposes only:

Name of Shareholders	As at the date of this announcement		Immediately upon full conversion of the Convertible Notes	
	<i>Number of issued Consolidated Shares</i>	<i>Approximate %</i>	<i>Number of issued Consolidated Shares</i>	<i>Approximate %</i>
Dr. Hui	1,944,060,555 <i>(Note)</i>	65.67	1,944,060,555 <i>(Note)</i>	61.52
The Subscriber	–	–	200,000,000	6.33
Public Shareholders	1,016,080,142	34.33	1,016,080,142	32.15
Total	<u>2,960,140,697</u>	<u>100.00</u>	<u>3,160,140,697</u>	<u>100.00</u>

Note: These Consolidated Shares included 34,583,000 Consolidated Shares held by Dr. Hui, 997,368,057 Consolidated Shares held by Hong Kong Finance Equity Holding Limited, 438,223,642 Consolidated Shares held by Hong Kong Finance Equity Investment Limited, 264,964,356 Consolidated Shares held by Hong Kong Finance Equity Management Limited, 477,000 Consolidated Shares held by Wisdom On Holdings Limited and 208,444,500 Consolidated Shares held by Hong Kong Finance Investment Limited respectively. The issued share capital of Hong Kong Finance Investment Limited was directly wholly owned by Dr. Hui. The issued share capital of Hong Kong Finance Equity Holding Limited, Hong Kong Finance Equity Investment Limited, Hong Kong Finance Equity Management Limited and Wisdom On Holdings Limited are indirectly wholly owned by Dr. Hui.

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

Hong Kong, 5 May 2023

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.