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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)

INSIDE INFORMATION

WINDING-UP PETITION AGAINST THE COMPANY AND WRIT OF SUMMONS ISSUED BY THE COMPANY

This announcement is made by Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”) pursuant to Rules 13.09 and 13.25 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Reference is made to the announcement of the Company dated 28 August 2023 in relation to the receipt of a statutory demand from Shiny Solar Limited.

WINDING UP PETITION

On 11 September 2023, the Company received a petition (the “**Petition**”) from Shiny Solar Limited (the “**Petitioner**”) filed with the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the “**High Court of Hong Kong**”) for the winding-up of the Company under the provision of the Companies (Winding-Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies (WUMP) Ordinance**”) under Companies (Winding-up) Proceedings No. 399 of 2023. In the Petition, the Petitioner claims for the outstanding principal of a loan of HK\$240,000,000 and the interest and default interest in the amount of HK\$53,948,523.07 accrued on the aforesaid principal amount from 17 November 2020 to the date of the statutory demand dated 3 August 2023. The Petition will be heard before the High Court of Hong Kong at 9:30 a.m. on Wednesday, 15 November 2023.

WRIT OF SUMMONS

On 12 September 2023, the Company, Millhaven Holdings Limited and Beijing Yinghe Real Estate Development Company Limited (both of which are wholly-owned subsidiaries of the Company) (collectively, the “**Plaintiffs**”) issued a writ of summons against China Huarong International Holdings Limited, the Petitioner and Zhang Xing (collectively, the “**Defendants**”) claiming for (i) HK\$390,000,000 or damages to be assessed suffered by the Plaintiffs as a result of the negligence or other improper acts of the Defendants in handling the purported sale by the Plaintiffs to a third party of properties in Beijing; (ii) interest; (iii) costs; and (iv) further or other relief.

EFFECT OF THE PETITION UNDER APPLICABLE LAWS AND REGULATIONS

Pursuant to section 182 of the Companies (WUMP) Ordinance, in the event that the Company is ultimately wound up as a result of the Petition, any disposition of the property of the Company, including things in action, and any transfer of shares (the “**Shares**”) of the Company, or alteration in the status of the members of the Company, made after the commencement of the winding up, shall, unless the court otherwise orders, be void.

The Company wishes to remind its shareholders and the potential investors of the Company of the risk that the Shares may be restricted as the deposits of the Shares into Central Clearing and Settlement System (“CCASS”) may be suspended due to the Petition. Pursuant to the circular dated 28 December 2016 issued by the Hong Kong Securities Clearing Company Limited (“HKSCC”) in relation to the transfer of the shares of listed issuers after a winding-up petition has been presented, and in view of the restrictions and the uncertainties that may arise in relation to the transfer of shares, for participant(s) who conduct share transfers through HKSCC (the “Participant(s)”), HKSCC may at any time, and without notice, exercise its powers under the General Rules of CCASS to temporarily suspend any of its services in respect of the shares. This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominees Limited’s name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities of the Company from its CCASS account accordingly. These measures would generally cease to apply from the date when the Petition has been struck-out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the relevant court(s).

The Petition was filed in the High Court of Hong Kong only as an application for the winding-up of the Company and did not represent the Petition has caused the wound-up of the Company. As at the date of this announcement, no winding-up order has been granted by the High Court of Hong Kong to wind-up the Company.

ACTIONS TO BE TAKEN BY THE COMPANY

The Company is in the course of seeking advice from its legal advisors to determine the next steps and possible legal actions to protect the rights and interests of the Company and other stakeholders. In view of the impact of the possible winding-up order on the transfer of Shares, the Company is also seeking advice from its legal advisors regarding a possible application to the High Court of Hong Kong for a validation order. Shareholders are reminded that there is no guarantee that the Company would apply for the validation order, or if applied, any validation order would be granted by the High Court of Hong Kong. In the event where a validation order is not granted but the winding-up order is not dismissed or permanently stayed, all transfers of Shares made after the commencement of the winding up shall be void.

IMPACT OF THE PETITION ON OPERATION OF THE COMPANY

As at date of this announcement, to the best of the Directors' knowledge, information and belief, the Petition has had no material impact to the business operation of the Company and its subsidiaries.

The Company is in the course of seeking legal advice on the matter, and will make further announcement(s) to inform the shareholders of the Company of any significant development of the Petition as and when appropriate or as required by the applicable rules and regulations.

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

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

Hong Kong, 12 September 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 six 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. and Mr. Nam Kwok 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.