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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

References are made to the announcements of Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”) dated 23 January 2024 and 24 January 2024 in relation to, among others, the issue of the Convertible Notes under General Mandate (collectively, the “**Announcements**”). Capitalized terms used in this announcement shall have the same meaning as those defined in the Announcements, unless otherwise defined.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all conditions precedent of the Subscription Agreement (as supplemented by the Supplemental Agreement dated 24 January 2024) have been fulfilled and Completion took place on 1 February 2024 in accordance with the terms and conditions of the Subscription Agreement (as supplemented by the Supplemental Agreement dated 24 January 2024). The Convertible Notes in an aggregate principal amount of HK\$39,000,000 have been issued to 高州市龍苑新天地房地產開發有限公司 (Gaozhou City Longyuan Xintiandi Real Estate Development Company Limited*) (the “**Subscriber**”).

GENERAL MANDATE

The maximum number of Shares that can be issued under the General Mandate is 632,028,139 Shares, being 20% of the total number of Shares in issue as at the date of the annual general meeting of the Company held on 21 June 2023.

Based on the Amended Conversion Price of HK\$0.20 per Conversion Share, a total of 195,000,000 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 remaining balance of the General Mandate will be 437,028,139 Shares.

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) upon full conversion of the Convertible Notes:

Name of Shareholders	As at the date of this announcement		Immediately upon full conversion of the Convertible Notes	
	Number of Shares	Approximately %	Number of Shares	Approximately %
Guangdong Merchants Investment Holding Limited <i>(Note 1)</i>	808,610,000	25.59	808,610,000	24.10
Capital Wealth Investment Limited <i>(Note 2)</i>	410,485,642	12.99	410,485,642	12.24
Rich International Finance Limited <i>(Note 3)</i>	496,962,913	15.72	496,962,913	14.81
Wealth Finance Investment Limited <i>(Note 4)</i>	561,782,000	17.78	561,782,000	16.74
The Subscriber	–	–	195,000,000	5.81
Public Shareholders	882,300,142	27.92	882,300,142	26.30
Total	<u>3,160,140,697</u>	<u>100.00</u>	<u>3,355,140,697</u>	<u>100.00</u>

Notes:

- 1) Guangdong Merchants Investment Holding Limited is a company wholly owned by Guangdong Merchants Investment Holding Group Limited. Guangdong Merchants Investment Holding Group Limited is a company wholly owned by Mr. Xu Jun Jia, an executive Director of the Company.
- 2) Capital Wealth Investment Limited is a company wholly owned by Mr. Feng Mao.
- 3) Rich International Finance Limited is a company wholly owned by Mr. Liang Weiqiang.
- 4) Wealth Finance Investment Limited is a company wholly owned by Mr. Liu Qiwu.

* *for identification purpose only*

By order of the Board
Wisdom Wealth Resources Investment Holding Group Limited
Xu Jun Jia
Chairman

Hong Kong, 1 February 2024

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 four executive Directors, namely, Mr. Xu Jun Jia, Mr. Neil Bush, Mr. Cao Yu and Mr. Lam Kwok Hing, M.H., J.P.; 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.