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WANG YONGKUI

DESPATCH OF OFFER DOCUMENT RELATING TO VOLUNTARY CONDITIONAL CASH PARTIAL OFFER BY RAINBOW CAPITAL (HK) LIMITED FOR AND ON BEHALF OF MR. WANG YONGKUI TO ACQUIRE 158,000,000 SHARES IN WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED (OTHER THAN THOSE ALREADY OWNED BY MR. WANG YONGKUI AND PARTIES ACTING IN CONCERT WITH HIM)

Financial Adviser to the Offeror



Reference is made to (i) the announcement issued by the Offeror dated 2 May 2024 in relation to the Partial Offer; (ii) the announcement issued by the Offeror dated 23 May 2024 in relation to the delay in despatch of the Offer Document; and (iii) the Offer Document issued by the Offeror dated 6 June 2024. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Offer Document.

DESPATCH OF THE OFFER DOCUMENT

The Offer Document (accompanied by the Form of Acceptance) containing, among other things, the terms and conditions of the Partial Offer, has been despatched to the Shareholders on 6 June 2024 in accordance with the Takeovers Code.

Copies of the Offer Document and the accompanying Form of Acceptance are also available on the website of the Stock Exchange.

EXPECTED TIMETABLE

The timetable set out below is indicative only and is subject to change. Any changes to the timetable will be announced by the Offeror. Unless otherwise expressly stated, all time and date references contained in this announcement refer to Hong Kong time and dates.

Despatch date of the Offer Document
and the accompanying Form of Acceptance and
commencement date of the Partial Offer (*Note 1*) Thursday, 6 June 2024

Latest time for posting of the Offeree Document (*Note 2*) Thursday, 20 June 2024

Latest time and date for acceptance of the Partial Offer
on the First Closing Date (*Note 3*) 4:00 p.m. on Monday,
22 July 2024

Announcement of the results of the Partial Offer as at the
First Closing Date (or its extension or revision, if any), to be
posted on the website of the Stock Exchange by 7:00 pm on Monday,
22 July 2024

Latest time and date for acceptance of the Partial Offer assuming
the Partial Offer becomes or is declared unconditional on the
First Closing Date (i.e. the Final Closing Date) (*Note 4*) 4:00 p.m. on Monday,
5 August 2024

Announcement of the results of the Partial Offer as at the
Final Closing Date to be posted on the website of the
Stock Exchange (*Note 5*) by 7:00 pm on Monday,
5 August 2024

Latest time by which the Partial Offer can be declared
unconditional as to acceptances (*Note 7*) Monday, 5 August 2024

Designated agent starts to stand in the market to provide
matching services for sale and purchase of odd lots holdings of
Shares (assuming that the Partial Offer becomes or is declared
unconditional as to acceptances on the First Closing Date) 9:00 am on Tuesday,
6 August 2024

Latest date for posting of remittances for the amount due in
respect of valid acceptances received under the Partial Offer
on the Final Closing Date (*Note 6*) Wednesday, 14 August 2024

Latest date for despatch of share certificate(s) and/or any transfer receipt(s) and other document(s) of title for Shares tendered but not taken up or share certificate(s) in respect of the balance of such Shares (assuming that the Partial Offer becomes or is declared unconditional as to acceptances on the First Closing Date) Wednesday, 14 August 2024

Designated agent ceases to stand in the market to provide matching services for sale and purchase of odd lots holdings of Shares (assuming that the Partial Offer becomes or is declared unconditional as to acceptances on the First Closing Date) . . . Tuesday, 17 September 2024

Notes:

1. The Partial Offer is open for acceptance on and from Thursday, 6 June 2024, being the date of posting of the Offer Document, until 4:00 p.m. on the Closing Date, i.e. the later of the Final Closing Date on Monday, 5 August 2024 or the date falling 14 days after the Partial Offer becomes or is declared unconditional in all respects, or if the Partial Offer is extended, any subsequent Closing Date as extended and announced by the Offeror in accordance with the Takeovers Code.
2. In accordance with the Takeovers Code, the Offeree Company is required to post the Offeree Document to the Shareholders no later than 14 days after the date of the Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the First Closing Date by the number of days in respect of which the delay in the posting of the Offeree Document is agreed.
3. In accordance with the Takeovers Code, where the Offeree Document is posted after the date of the Offer Document, the Partial Offer be open for acceptance for at least 28 days after the date of the Offer Document. The Offeror reserves its right, as permitted under the Takeovers Code, to revise or extend the Partial Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any revision or extension of the Partial Offer, which will state the next Closing Date.
4. The Offeror has the right, subject to the Takeovers Code, to extend the Partial Offer until such date as it may determine or as permitted by the Executive, in accordance with the Takeovers Code. Pursuant to Rule 28.4 of the Takeovers Code: (a) if on a Closing Date acceptances received equal or exceed the precise number of Shares stated in the Offer Document, the Offeror must declare the Partial Offer unconditional as to acceptances and extend the Final Closing Date to the 14th day thereafter and the Offeror cannot further extend the Final Closing Date; (b) if the acceptance condition is fulfilled during the period between the Despatch Date and the date which is 14 days before the First Closing Date, the Offeror must declare the Partial Offer unconditional as to acceptances on the day the acceptance condition is met, provided that the Partial Offer would remain open for acceptance for not less than 14 days thereafter, and the Offeror cannot extend the First Closing Date and the Final Closing Date would be on (but no earlier than) the First Closing Date; or (c) if the acceptance condition is fulfilled within the 14-days period before the First Closing Date, the Partial Offer would remain open for acceptance for 14 days after the Partial Offer is declared unconditional as to acceptance (i.e. the Final Closing Date). The Offeror will make an announcement when the Partial Offer becomes unconditional in all respects.
5. The announcement will comply with the disclosure requirements under Rule 19.1 and Note 7 to Rule 19 of the Takeovers Code and will include, among other things, the results of the Partial Offer and details of the way in which the pro rata entitlement for each accepting Shareholder was determined.

6. Subject to the Partial Offer becoming unconditional, remittances in respect of the consideration payable for the Offer Shares tendered under the Partial Offer will be posted by ordinary post to the accepting Shareholders at their own risk as soon as possible but in any event no later than seven business days following the Final Closing Date.
7. In accordance with the Takeovers Code, except with the consent of the Executive, the Partial Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the date of the Offer Document. Accordingly, unless the Partial Offer has previously become or is declared unconditional as to acceptances, the Partial Offer will lapse after 7:00 p.m. on Monday, 5 August 2024, unless extended with the consent of the Executive. If the Partial Offer does not become, or is not declared, unconditional within the time permitted by the Takeovers Code, the share certificate(s) and/or transfer receipt(s) received by the Registrar will be returned to the accepting Shareholders in accordance with Rule 20.2 of the Takeovers Code.
8. If there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning in force or “extreme conditions” caused by super typhoon in Hong Kong:
 - (a) at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Partial Offer and the latest date for despatch of remittances for the amounts due under the Partial Offer in respect of valid acceptances, the latest time for acceptance of the Partial Offer will remain at 4:00 p.m. on the same business day and the latest date for the despatch of remittances will remain on the same business day; or
 - (b) at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Partial Offer and the latest date for despatch of remittances for the amounts due under the Partial Offer in respect of valid acceptances, the latest time for acceptance of the Partial Offer and the latest date for the despatch of remittances will be rescheduled on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

Save as mentioned above, if the latest time for acceptance of the Partial Offer does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING: Shareholders and potential investors of the Offeree Company should note that the Partial Offer will be subject to the satisfaction of the Condition. Accordingly, the Partial Offer may or may not become unconditional and will lapse if it does not become unconditional. Shareholders and potential investors of the Offeree Company are advised to exercise caution when dealing in the securities of the Offeree Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

Wang Yongkui
Offeror

Hong Kong, 6 June 2024

Mr. Wang Yongkui accepts full responsibility for the accuracy of the information contained in this announcement and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will be published on the website of the Stock Exchange at www.hkexnews.hk.