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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 REGARDING
SEIZURE OF LAND USE RIGHTS OF
LAND PARCELS IN ZHANJIANG
AND
TERMINATION OF A VERY SUBSTANTIAL DISPOSAL**

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).

References are made to the announcement of the Company dated 12 September 2023 regarding the winding-up petition against the Company and writ of summons issued by the Company and the announcement of the Company dated 31 May 2024 (the “**VSD Announcement**”) in relation to the proposed disposal of the entire issued share capital of Millhaven Holdings Limited. Capitalized terms used herein shall have the same meanings as those defined in the VSD Announcement unless the context otherwise requires.

SEIZURE OF LAND USE RIGHTS

In the course of court proceedings concerning a guarantee contract dispute between 廣東港粵金控房地產開發有限公司 (Guangdong Gangyue Financial Holdings Real Estate Development Co., Ltd.*) (“**Guangdong Gangyue**”), a wholly owned subsidiary of the Company, and Shinny Solar Limited (“**Shinny Solar**”), the petitioner who has filed a winding up petition with the Court of First Instance of the High Court of the Hong Kong Special Administrative Region against the Company on 11 September 2023, Shinny Solar, as the plaintiff, applied for property preservation with Zhanjiang Intermediate People’s Court on 27 February 2024 and requested a seizure of fixed assets belonging to Guangdong Gangyue in a sum not exceeding RMB376,811,908. On 14 May 2024, Zhanjiang Intermediate People’s Court ordered the seizure of the land use rights for five parcels of land located in Donghai Dao, Zhanjiang Economic and Technological Development Zone, Zhanjiang City, Guangdong Province, the PRC owned by Guangdong Gangyue. This seizure is to be enforced for a period of three years, from 29 May 2024 to 28 May 2027, and is limited to the extent of RMB376,811,908.

On 17 June 2024, Guangdong Gangyue filed an application for reconsideration with the Zhanjiang Intermediate People’s Court. Guangdong Gangyue contended that the seizure of the land use rights for the five parcels, which were independently estimated under relevant PRC standards by a valuer with the qualification of “First-level Real Estate Appraisal Institutions of the Ministry of Housing and Urban-rural Development of the PRC” at over RMB3.0 billion as of 25 February 2021, represents an excessive enforcement action. The reconsideration hearing is scheduled to be held on 8 July 2024.

TERMINATION OF THE VERY SUBSTANTIAL DISPOSAL

On 26 June 2024, the Company received a letter from the Purchaser requesting the termination of the Agreement in relation to the Disposal. In the letter, the Purchaser expressed its disappointment, noting that Shinny Solar has not only failed to grant the necessary approvals, consents and authorizations required for the transactions contemplated under the Agreement, but has also applied for the seizure of the land use rights for five parcels of land in Zhanjiang owned by the Group. The Purchaser contends that Shinny Solar is not actively assisting the Company in disposing of its assets to repay its debts, but is instead maliciously seizing all the Group’s land assets in Zhanjiang, thereby hindering the Group’s ability to operate normally.

In view of Shinny Solar's lack of cooperation in the Disposal and the fact that obtaining the necessary approvals, consents, and authorizations from Shinny Solar is a condition precedent for the Disposal, the Purchaser has decided to terminate the Agreement with effect from 26 June 2024.

The Company wishes to emphasize that the Agreement was entered into after obtaining a preliminary consent from the representative of Shinny Solar responsible for the restructuring of the Company's debt owed to Shinny Solar. The subsequent change in Shinny Solar's attitude towards the Disposal has significantly impeded the transaction. The Company reserves the right to claim from Shinny Solar for any loss and damages incurred by the Group as a result thereof.

As a result of the termination of the Disposal, there shall be no more implications of Rules 4 and 10 of the Takeovers Code, and neither the reports from the Company's financial advisors and auditors on the forecast relating to the financial information of the Disposal Group nor the valuation report of the Beijing Property will be contained in the offeree response document relating to the voluntary conditional cash partial offer made by Rainbow Capital (HK) Limited for and on behalf of Mr. Wang Yongkui to acquire 158,000,000 shares in the Company (other than those already owned by Mr. Wang Yongkui and parties acting in concert with him).

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

Hong Kong, 3 July 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 three executive Directors, namely, Mr. Xu Jun Jia, Mr. Neil Bush and Mr. Cao Yu; 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.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their 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.

* for identification purposes only