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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)

**CHANGE OF CHAIRMAN AND
CHIEF EXECUTIVE OFFICER;
CHANGE IN COMPOSITION OF COMMITTEES OF
THE BOARD;
CHANGE OF AUTHORISED REPRESENTATIVE; AND
CHANGE IN INDEPENDENT BOARD COMMITTEE
IN RELATION TO THE OFFER**

Reference is made to the circular (the “**Circular**”) and the notice of the special general meeting (the “**SGM**”) of Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”) both dated 12 June 2024 and the announcement of poll results of the SGM dated 11 July 2024 (the “**Announcement**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Announcement.

Following the approval by the Shareholders as the SGM, pursuant the meeting of the new Board and the remuneration committee of the Company (the “**Remuneration Committee**”) on 17 July 2024, the Board is pleased to announce the following appointments:

- (i) Mr. Xu Shiping (“**Mr. Xu**”), the executive Director, has been appointed as the chairman of the Board, the Chief Executive Officer, the chairman of the nomination committee of the Company (the “**Nomination Committee**”), and the authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Listing Rules with effect from 17 July 2024;

- (ii) Mr. Huang Lei (“**Mr. Huang**”), the executive Director, has been appointed as a member of the Nomination Committee and the Remuneration Committee with effect from 17 July 2024;
- (iii) Mr. Zheng Zhaojun (“**Mr. Zheng**”), the independent non-executive Director, has been appointed as a member of the audit committee of the Company (the “**Audit Committee**”), the Nomination Committee and the Remuneration Committee with effect from 17 July 2024;
- (iv) Mr. Wang Ning (“**Mr. Wang**”), the independent non-executive Director, has been appointed as the chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee with effect from 17 July 2024;
- (v) Mr. Chan Kwong On (“**Mr. Chan**”), the independent non-executive Director, has been appointed as the chairman of the Audit Committee, and a member of the Nomination Committee and the Remuneration Committee with effect from 17 July 2024;
- (vi) Mr. Xu is entitled to receive director’s remuneration of HK\$360,000 per annum;
- (vii) Mr. Huang, is entitled to receive director’s remuneration of HK\$120,000 per annum;
- (viii) Mr. Zheng is entitled to receive director’s remuneration of HK\$120,000 per annum;
- (ix) Mr. Wang is entitled to receive director’s remuneration of HK\$120,000 per annum; and
- (x) Mr. Chan is entitled to receive director’s remuneration of HK\$120,000 per annum.

UPDATES ON NON-COMPLIANCE WITH THE REQUIREMENTS UNDER THE LISTING RULES

Reference is made to the Announcement. Following the above appointments, the Company has fully complied with the requirements as set out in Rules 3.21, 3.25 and 3.27A of the Listing Rules.

CHANGE OF INDEPENDENT BOARD COMMITTEE IN RELATION TO THE OFFER

Reference is made to the announcements of the Company dated 8 May 2024 in response to the announcement issued by the Offeror on 2 May 2024 in relation to the preconditional voluntary cash partial offer by Rainbow Capital (HK) Limited for and on behalf of the Offeror to acquire 158,000,000 Shares in the Company (other than those already owned by the Offeror and parties acting in concert with him) (the “**Offer**”) and the announcement dated 3 June 2024 in respect of establishment of the Independent Board Committee and appointment of Independent Financial Adviser (the “**Offer Announcements**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Offer Announcements.

The Board would like to announce that a new Independent Board Committee, comprising all of the new independent non-executive Directors, Mr. Zheng Zhaojun, Mr. Wang Ning and Mr. Chan Kwong On, has been established to advise the Independent Shareholders in respect of the Offer.

The letter of advice from the Independent Financial Adviser and the recommendation of the Independent Board Committee will be included in the response document relating to the Offer.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on Tuesday, 2 April 2024 pending the fulfillment of the resumption conditions as announced by the Company on 9 July 2024 and will remain suspended until further notice.

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
Xu Shiping
Chairman

Hong Kong, 17 July 2024

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Xu Shiping and Mr. Huang Lei; and three independent non-executive Directors, namely, Mr. Zheng Zhaojun, Mr Wang Ning and Mr. Chan Kwong On.

The Directors jointly and severally accept full responsibility for the accuracy of the 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.