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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)**

## **ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

Reference is made to the announcement of Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”) dated 8 May 2024 (the “**Response Announcement**”) in response to the announcement issued by the Offeror on 2 May 2024 in relation to the pre-conditional 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**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Response Announcement.

The Board would like to announce that an independent board committee (the “**Independent Board Committee**”), comprising all the independent non-executive directors of the Company, namely, Mr. Ngan Kam Biu, Stanford, Mr. Tam Chak Chi, Mr. Ma Kin Ling and Mr. Yiu King Ming, has been established to advise the independent shareholders of the Company (the “**Independent Shareholders**”) in respect of the Offer.

Octal Capital Limited (the “**Independent Financial Adviser**”), a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance, has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer. Such appointment has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

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.

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

Hong Kong, 3 June 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 of the Company 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.*