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If you have sold or transferred all your shares in Wisdom Wealth Resources Investment Holding Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED 智富資源投資控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 7)

(1) REQUISITION FOR A SPECIAL GENERAL MEETING FOR REMOVAL OF DIRECTORS AND APPOINTMENT OF DIRECTORS BY WEALTHY PLANET GROUP LIMITED AND (2) NOTICE OF SPECIAL GENERAL MEETING

Financial Adviser to the Requisitionist



禹銘投資管理有限公司
YU MING INVESTMENT MANAGEMENT LIMITED

The notice convening a special general meeting of Wisdom Wealth Resources Investment Holding Group Limited (the "Company") to be held at 4:00 p.m. on Thursday, 11 July 2024 at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong issued by a shareholder holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company pursuant to Bye-law 62 of the Bye-laws of the Company is set out on pages 11 to 13 of this circular.

A form of proxy for use at the SGM is enclosed herewith. Whether or not you are able to attend the SGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Registrar at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you so wish.

12 June 2024

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DEFINITION

In this circular, unless the context otherwise requires, the following terms shall have the following meaning:

“Board”	the board of Directors, consisting the Existing Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Wisdom Wealth Resources Investment Holding Group Limited, a company incorporated in Bermuda with limited liability and the ordinary shares of which are listed on the Main Board of the Stock Exchange (stock code: 7)
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“Deposit Date”	the date of deposit of the Requisition pursuant to the Bye-laws
“Director(s)”	director(s) of the Company
“Existing Directors”	Directors of the Company at the time of the Requisition
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nominated Directors”	the persons nominated by the Requisitionist to be elected as Directors at the SGM
“Notice of SGM”	the notice convening the SGM by the Requisitionist, as set out on pages 11 to 13 of this circular
“Proposed Appointment”	the proposed appointment of the Nominated Directors

DEFINITION

“Proposed Removal”	the proposed removal of all of the Existing Directors
“Registrar”	Tricor Standard Limited, the Company’s branch share registrar and transfer office in Hong Kong
“Requisition”	a letter of requisition from the Requisitionist to the Board dated 10 May 2024, requesting, among other things, to convene a special general meeting of the Company to remove all of the Existing Directors and to appoint the Nominated Directors
“Requisitionist”	Wealthy Planet Group Limited
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company convened by the Requisitionist to be held to consider and, if thought fit, to approve the Proposed Removal and Proposed Appointment
“Shares”	ordinary share(s) with par value of HK\$0.20 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as ascribed thereto under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE REQUISITIONIST

WEALTHY PLANET GROUP LIMITED

12 June 2024

To the Shareholders

REMOVAL OF DIRECTORS AND APPOINTMENT OF DIRECTORS OF WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED

BACKGROUND

On 10 May 2024, the Requisitionist submitted the Requisition to the Board, requesting, among other things, to convene a special general meeting of the Company to remove all of the Existing Directors and to appoint the Nominated Directors. In the announcement of the Company dated 14 May 2024, the Company acknowledged, among other things, the receipt of the Requisition on 10 May 2024. On 17 May 2024, the Requisitionist also deposited the Requisition at the registered office of the Company in Bermuda.

The purpose of this circular is to (i) provide you with information regarding the resolutions to be proposed at the SGM to be held at 4:00 p.m. on Thursday, 11 July 2024 at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong regarding the Proposed Removal and Proposed Appointment; and (ii) give you the Notice of SGM to consider and, if thought fit to approve the Proposed Removal and the Proposed Appointment.

REQUISITION FOR SGM

As at the date of the Requisition, the Requisitionist was interested in 423,681,500 Shares, representing no less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company.

As the Board has failed to convene the SGM within 21 days from the Deposit Date pursuant to Bye-law 62 of the Bye-laws, the Requisitionist hereby exercise its rights as stipulated in the Bye-laws to convene the SGM. The Company will be responsible for all reasonable expenses incurred by the Requisitionist in this regard.

LETTER FROM THE REQUISITIONIST

PROPOSED REMOVAL

The Requisitionist proposed to remove the following Existing Directors with immediate effect upon passing the ordinary resolution(s) at the SGM: (i) Mr. Xu Jun Jia, executive director of the Company; (ii) Mr. Neil Bush, executive director of the Company; (iii) Mr. Cao Yu, executive director of the Company; (iv) Mr. Ngan Kam Biu, Stanford, independent non-executive director of the Company; (v) Mr. Tam Chak Chi, independent non-executive director of the Company; (vi) Mr. Ma Kin Ling, independent non-executive director of the Company; and (vii) Mr. Yiu King Ming, independent non-executive director of the Company.

The Requisitionist further proposed that any other directors of the Company appointed to the Board since 9 May 2024 (other than Mr. Xu Shiping, Mr. Huang Lei, Mr. Zheng Zhaojun, Mr. Wang Ning and Mr. Chan Kwong On if applicable) be removed with immediate effect upon passing the ordinary resolution at the SGM.

PROPOSED APPOINTMENT

The Requisitionist proposed to appoint the following Nominated Directors with immediate effect upon passing the ordinary resolution(s) at the SGM: (i) Mr. Xu Shiping as an executive director of the Company; (ii) Mr. Huang Lei as an executive director of the Company; (iii) Mr. Zheng Zhaojun as an independent non-executive director of the Company; (iv) Mr. Wang Ning as an independent non-executive director of the Company; and (v) Mr. Chan Kwong On as an independent non-executive director of the Company.

Particulars of the Nominated Directors are set out in the Appendix to this circular.

REASONS FOR THE PROPOSED REMOVAL AND PROPOSED APPOINTMENT

The operation of the Company has been unsatisfactory under the mismanagement of the Existing Directors. Based on the announcements published by the Company, the Company received a winding-up petition on 11 September 2023 and the Company has not settled such winding-up petition as at the date of this circular. Trading in the Shares has been suspended since 2 April 2024 due to delay in publication of annual results of the Company for the year ended 31 December 2023. Subsequent to the Requisition, the Company announced on 31 May 2024 that it had entered into an agreement for the disposal of a property holding company for a consideration at a substantial discount to its net asset value. The Company estimated that it will record a loss of HK\$78 million from the disposal.

LETTER FROM THE REQUISITIONIST

The Requisitionist considers it necessary to reshuffle the Board in order to protect the interests of the Company and its Shareholders.

THE SGM

The SGM will be convened and held for you to consider and, if thought fit, pass the ordinary resolutions to approve the Proposed Removal and Proposed Appointment.

A notice convening the special general meeting of the Company to be held at 4:00 p.m. on Thursday, 11 July 2024 at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong, is set out on pages 11 to 13 of this circular. A form of proxy for use by you at the SGM is enclosed with this circular. Whether or not you intend to attend and vote at the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Registrar at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as practicable but in any event, no less than 48 hours before the time appointed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

VOTING BY POLL

In compliance with Rule 13.39(4) of the Listing Rules, save for resolutions which relate purely to procedural or administrative matters to be voted on by a show of hands, voting on the resolutions to be proposed at the SGM shall be decided by way of poll.

Bye-laws 76(A) of the Bye-laws provides that subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every shareholder who is present in person or by a duly authorised corporate representative or by proxy shall have one vote, and on a poll every shareholder present in person or by a duly authorised corporate representative or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up.

LETTER FROM THE REQUISITIONIST

RESPONSIBILITY STATEMENT

The Requisitionist accepts full responsibility for the content of this circular. The Requisitionist, having made all reasonable enquiries, confirms that, to the best of its knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading.

Yours faithfully,
By order of the board of
Wealthy Planet Group Limited
He Yaokun
Sole Director

The following sets out the details of the Nominated Directors who are being eligible and consented to be nominated as Directors at the SGM pursuant to the Requisition:

Mr. Xu Shiping (“Mr. Xu”)

Mr. Xu, aged 39, has over 13 years of experience in business and operation management, equity investment, strategic consultancy and supply chain management. Mr. Xu is currently a senior product manager of the strategic development and fintech platform department of Ping An Bank Company Limited. From 2015 to 2021, he worked at Zhongche Logistics Limited (中車物流有限公司), with his last position held as a director. From 2011 to 2013, he worked at CNR Investment and Leasing Limited (北車投資租賃有限公司), with his last position held as an associate director.

Mr. Xu graduated with a bachelor degree in logistics from Nankai University in 2009, a master degree in business management (operation and supply chain) from University of Groningen in 2010 and a master degree in business administration from Columbia University in 2021.

Save as disclosed above, as at the date of this circular, (i) Mr. Xu does not have any interest in shares in the Company within the meaning of Part XV of the SFO; (ii) Mr. Xu does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (iii) Mr. Xu has not held any other directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications; and (iv) there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company in relation to Mr. Xu’s appointment.

Mr. Huang Lei (“Mr. Huang”)

Mr. Huang, aged 35, has over 10 years of experience in finance and business management. Mr. Huang was the chairman and general manager of Jinlong Machinery & Electronics Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 300032.SZ), between 2018 and 2023.

Mr. Huang graduated with a bachelor degree in finance from Wuhan University and a master degree in finance from Rouen Business School.

Save as disclosed above, as at the date of this circular, (i) Mr. Huang does not have any interest in shares in the Company within the meaning of Part XV of the SFO; (ii) Mr. Huang does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (iii) Mr. Huang has not held any other directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications; and (iv) there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company in relation to Mr. Huang's appointment.

Mr. Zheng Zhaojun (“Mr. Zheng”)

Mr. Zheng, aged 45, has over 20 years of experience in accounting and business management. Mr. Zheng is currently the vice president of Shenzhen Urban Investment Company Limited* (深圳市城市投資發展(集團)有限公司), and a director of Guizhou Dafang Rural Commercial Bank Limited* (貴州大方農村商業銀行股份有限公司).

Mr. Zheng graduated with a bachelor degree in management from Renmin University of China in 2008 and a master degree in international accounting and financial management from University of East Anglia in 2015. Mr. Zheng is a non-practicing member of the Chinese Institute of Certified Public Accountants and a certified tax agent in China.

Save as disclosed above, as at the date of this circular, (i) Mr. Zheng does not have any interest in shares in the Company within the meaning of Part XV of the SFO; (ii) Mr. Zheng does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (iii) Mr. Zheng has not held any other directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications; and (iv) there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company in relation to Mr. Zheng's appointment.

Mr. Zheng confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Mr. Wang Ning (“Mr. Wang”)

Mr. Wang, aged 32, has over 10 years of experience in property development and investment. Mr. Wang is a project manager of Waltt Group Int Inc. since 2013.

Mr. Wang graduated with a bachelor degree in arts from York University in 2016 and a master degree in business administration from The Chinese University of Hong Kong in 2021.

Save as disclosed above, as at the date of this circular, (i) Mr. Wang does not have any interest in shares in the Company within the meaning of Part XV of the SFO; (ii) Mr. Wang does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (iii) Mr. Wang has not held any other directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications; and (iv) there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company in relation to Mr. Wang’s appointment.

Mr. Wang confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Mr. Chan Kwong On (“Mr. Chan”)

Mr. Chan, aged 41, has over 18 years of experience in accounting. Mr. Chan is the company secretary of Dashan Education Holdings Limited, a company listed on the Stock Exchange (stock code: 9986), since April 2023. From August 2017 to April 2024, he worked at China First Capital Group Limited (a company listed on the Stock Exchange (stock code: 1269)), with his last position held as a finance manager.

Mr. Chan graduated with an associate degree of business administration in accountancy from the City University of Hong Kong in 2005 and a master degree in accountancy from the Hong Kong Polytechnic University in 2012. He is a member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, as at the date of this circular, (i) Mr. Chan does not have any interest in shares in the Company within the meaning of Part XV of the SFO; (ii) Mr. Chan does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (iii) Mr. Chan has not held any other directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications; and (iv) there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company in relation to Mr. Chan's appointment.

Mr. Chan confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

NOTICE OF SGM

WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED 智富資源投資控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 7)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Wisdom Wealth Resources Investment Holding Group Limited (the “Company”) convened by Wealthy Planet Group Limited (the “Requisitionist”) by a letter of requisition from the Requisitionist to the board of directors of the Company dated 10 May 2024 (the “Requisition”) in accordance with the By-laws of the Company will be held at 4:00 p.m. on Thursday, 11 July 2024 at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong or any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company (unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular issued by the Requisitionist dated 12 June 2024 (the “Circular”)):

ORDINARY RESOLUTIONS

1. **THAT:**

- (a) XU Jun Jia be removed as a director of the Company with effect from the date of this resolution;
- (b) NEIL Bush be removed as a director of the Company with effect from the date of this resolution;
- (c) CAO Yu be removed as a director of the Company with effect from the date of this resolution;
- (d) NGAN Kam Biu Stanford be removed as a director of the Company with effect from the date of this resolution;
- (e) TAM Chak Chi be removed as a director of the Company with effect from the date of this resolution;

NOTICE OF SGM

- (f) MA Kin Ling be removed as a director of the Company with effect from the date of this resolution; and
- (g) YIU King Ming be removed as a director of the Company with effect from the date of this resolution.

2. **THAT:**

- (a) XU Shiping (許世平) be appointed as an executive director of the Company with effect from the date of this resolution;
- (b) HUANG Lei (黃磊) be appointed as an executive director of the Company with effect from the date of this resolution;
- (c) ZHENG Zhaojun (鄭昭軍) be appointed as an independent non-executive director of the Company with effect from the date of this resolution;
- (d) WANG Ning (王寧) be appointed as an independent non-executive director of the Company with effect from the date of this resolution; and
- (e) CHAN Kwong On (陳廣安) be appointed as an independent non-executive director of the Company with effect from the date of this resolution.

3. **THAT:**

any other directors of the Company appointed to the board of directors of the Company during the period between 9 May 2024 and the conclusion of the SGM (other than Mr. Xu Shiping, Mr. Huang Lei, Mr. Zheng Zhaojun, Mr. Wang Ning and Mr. Chan Kwong On if applicable) be and are hereby removed with effect from the date of this resolution.

By order of the board of
Wealthy Planet Group Limited
He Yaokun
Sole Director

12 June 2024

NOTICE OF SGM

Notes:

1. Every shareholder entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the SGM is enclosed herewith.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto provided that if more than one of such joint holders are present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be delivered to the Registrar at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the SGM or any adjournment thereof should they so wish.
5. Voting at the SGM will be taken by poll as required under the Listing Rules.
6. In case of inconsistency, the English text of this notice shall prevail over the Chinese text.
7. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Circular shall have the same meanings when used in this notice.
8. If typhoon signal no. 8 or above remains hoisted or “extreme conditions” caused by super typhoons is announced by the Hong Kong Government or a black rainstorm warning signal is in force at 12:00 noon on the date of the SGM, the SGM will be postponed. The Requisitionist will notify shareholders of the date, time and place of the rescheduled meeting.
9. References to time and dates in this notice are to Hong Kong time and dates.