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WANG YONGKUI



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)

JOINT ANNOUNCEMENT
(I) TERMINATION OF APPOINTMENT OF
INDEPENDENT FINANCIAL ADVISOR,
(II) FURTHER DELAY IN DESPATCH OF
OFFEREE BOARD CIRCULAR
AND
(III) CHANGE IN EXPECTED TIMETABLE OF THE OFFER

References are made to the offer document dated 6 June 2024 (the “**Offer Document**”) issued by Mr. Wang Yongkui (the “**Offeror**”) in relation to the voluntary conditional cash partial offer by Rainbow Capital (HK) Limited for and on behalf of the Offeror to acquire 158,000,000 shares (other than those already owned by the Offeror and parties acting in concert with him) in Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”), the joint announcements dated 20 June 2024, 4 July 2024 and 18 July 2024 issued by the Company and the Offeror in relation to the delay in despatch of the Offeree Document (the “**Delay Announcements**”), the announcement dated 3 June 2024 issued by the Company in relation to the establishment of independent board committee and the appointment of independent financial advisor (the “**IFA Appointment Announcement**”) and the announcement dated 17 July 2024 issued by the Company in relation to, among others, the change in independent board committee (the “**Directors Appointment Announcement**”). Unless otherwise stated, terms used herein shall have the same meanings as defined in the Offer Document.

(I) TERMINATION OF APPOINTMENT OF INDEPENDENT FINANCIAL ADVISOR

As disclosed in the IFA Appointment Announcement, an independent board committee, comprising the former 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, was established and has approved the appointment of Octal Capital Limited, as the independent financial advisor of the Company. As disclosed in the Directors Appointment Announcement, there was a change in the board composition and a new independent board committee (the “**New Independent Board Committee**”), comprising the current independent non-executive directors of the Company, namely Mr. Zheng Zhaojun, Mr. Wang Ning and Mr. Chan Kwong On, has been established. In view of the change in the independent board committee, the appointment of Octal Capital Limited as the independent financial advisor of the Company has been terminated. As at the date of this announcement, the New Independent Board Committee is identifying a suitable independent financial advisor to advise the New Independent Board Committee and the independent shareholders of the Company 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. Further announcement on the appointment of a new independent financial advisor will be made by the Company as soon as possible.

(II) FURTHER DELAY IN DESPATCH OF OFFEREE BOARD CIRCULAR

As disclosed in the Delay Announcements, the Company has applied for, and the Executive has granted, a further extension of time to despatch the Offeree Document from 18 July 2024 to a date falling on or before 31 July 2024. Given the changes in composition of the Board, the termination of appointment of the independent financial advisor and development of the Offeree Group, including but not limited to the termination of the memorandum of understanding in respect of the proposed subscription of new shares of the Company and the adjournment of the hearing of the winding-up petition, additional time is required by the new management of the Company to review and finalise the contents of the Offeree Document and the new independent financial advisor to prepare the letter from the independent financial advisor. An application has been made to the Executive by the Company for an extension of time to despatch the Offeree Document to a date falling on or before 30 August 2024. The Offeror has given consent to the delay in despatch of the Offeree Document to 30 August 2024 and an extension of the First Closing Date to 13 September 2024. The Executive has indicated that it is minded to grant the consent for such extension pursuant to Rule 8.4 of the Takeovers Code.

(III) CHANGE IN EXPECTED TIMETABLE OF THE OFFER

The expected timetable of the Partial Offer shall be revised as follows:

Latest time and date for acceptance of the Partial Offer
on the First Closing Date (*Note 1*) 4:00 p.m. on Friday,
13 September 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 p.m. on Friday,
13 September 2024

Latest time by which the Partial Offer can be declared
unconditional as to acceptances (*Note 1*) by 7:00 p.m. on Friday,
13 September 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 2*) 4:00 p.m. on Friday,
27 September 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 3*) by 7:00 p.m. on Friday,
27 September 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 a.m. on Monday, 30 September 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 4*) Tuesday, 8 October 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) Tuesday, 8 October 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) Monday, 11 November 2024

Notes:

1. 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. In light of the delay in posting of the Offeree Document to 30 August 2024 pursuant to Rule 8.4 of the Takeovers Code, the latest time by which the Partial Offer can be declared unconditional as to acceptances has been extended to 7:00 p.m. on 13 September 2024. 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.
2. 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.
3. 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.
4. 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.

5. If there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning in force or “extreme conditions” is announced by the Hong Kong government: (a) at any local time before 12:00 noon but no longer in force at or 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 12:00 noon.

WANG YONGKUI

By Order of the Board
**Wisdom Wealth Resources Investment
Holding Group Limited**
Xu Shiping
Chairman

Hong Kong, 31 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 joint announcement (other than information relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Company) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.