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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)

SUPPLEMENTAL AGREEMENT REGARDING ISSUE OF CONVERTIBLE NOTES UNDER GENERAL MANDATE

Reference is made to the announcement of Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”) dated on 23 January 2024 (the “**Announcement**”) in relation to the issue of the Convertible Notes under General Mandate. Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise required.

SUPPLEMENTAL AGREEMENT

Pursuant to the Subscription Agreement, the outstanding principal amount of the Convertible Notes are convertible into Conversion Shares at the Conversion Price of HK\$0.10 per Conversion Share (subject to adjustments) during the Conversion Period.

On 24 January 2024 (after trading hours of the Stock Exchange), the Company and the Subscriber entered into a supplemental agreement (the “**Supplemental Agreement**”) to amend the Conversion Price to be HK\$0.20 per Conversion Share (subject to adjustments) (the “**Amended Conversion Price**”). Save as disclosed above, all other terms and conditions of the Subscription Agreement remain unchanged and in full force and effect in all respects.

Assuming full conversion of the Convertible Notes at the Amended Conversion Price, a total of 195,000,000 Conversion Shares will be allotted and issued, which represent approximately 6.17% of the total number of Shares in issue as at the dates of the Subscription Agreement and the Supplemental Agreement and approximately 5.81% of the total number of Shares in issue and as enlarged by the issue of the Conversion Shares upon full conversion of the Convertible Notes, assuming that there will be no changes in the issued share capital of the Company between the dates of the Subscription Agreement and the Supplemental Agreement and the date of issue of the Conversion Shares upon full conversion of the Convertible Notes.

The Amended Conversion Price of HK\$0.20 per Conversion Share represents: (i) a premium of approximately 334.8% over the closing price of HK\$0.0460 per Share as quoted on the Stock Exchange as at the dates of the Subscription Agreement and Supplemental Agreement; (ii) a premium of approximately 218.5% over the average closing price of HK\$0.0628 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day; and (iii) a discount of approximately 84.1% to the unaudited consolidated net asset value per Share attributable to the Shareholders as at 30 June 2023 of approximately HK\$1.259 per Share, calculated based on the unaudited consolidated net assets of the Group attributable to the Shareholders of approximately HK\$3,977,342,000 as at 30 June 2023 as set out in the interim report of the Company for the six months ended 30 June 2023 and 3,160,140,697 Shares in issue as at the dates of the Subscription Agreement and the Supplemental Agreement.

Assuming full conversion of the Convertible Notes at the Amended Conversion Price, the Conversion Shares have an aggregate nominal value of HK\$39,000,000 and a market value of HK\$11,895,000, based on the closing price of HK\$0.061 per Share on the Last Trading Day.

The net issue price to the Company of each Conversion Share is estimated to be approximately HK\$0.198, calculated based on the estimated net proceeds of approximately HK\$38,700,000 and 195,000,000 Conversion Shares to be issued upon full conversion of the Convertible Notes at the Amended Conversion Price.

The Amended Conversion Price was determined after arm's length negotiations between the Company and the Subscriber, taking into account the business development and future prospect of the Group and the unaudited consolidated net asset value per Share attributable to the Shareholders as at 30 June 2023. The Directors consider that the Amended Conversion Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

GENERAL MANDATE

The Conversion Shares will be issued under the General Mandate approved on 21 June 2023 and is not subject to the Shareholders' approval. The maximum number of Shares that can be issued under the General Mandate is 632,028,139 Shares, being 20% of the total number of Shares in issue as at the date of the annual general meeting of the Company held on 21 June 2023.

Assuming full conversion of the Convertible Notes, the Conversion Shares will utilize a maximum of, based on the Amended Conversion Price, 195,000,000 Shares under the General Mandate.

After completion of the issue and allotment of the Conversion Shares upon full conversion of the Convertible Notes (based on the Amended Conversion Price), the remaining balance of the General Mandate will be 437,028,139 Shares.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the dates of the Subscription Agreement and the Supplemental Agreement; and (ii) immediately upon full conversion of the Convertible Notes at the Amended Conversion Price, assuming there are no changes in the issued share capital of the Company from the dates of the Subscription Agreement and the Supplemental Agreement and up to the date of the full conversion of the Convertible Notes, for illustration purposes only:

Name of Shareholders	As at the dates of the Subscription Agreement and the Supplemental Agreement		Immediately upon full conversion of the Convertible Notes	
	<i>Number of issued Shares</i>	<i>Approximate %</i>	<i>Number of issued Shares</i>	<i>Approximate %</i>
Dr. Hui Chi Ming (“ Dr. Hui ”) (Note)	2,279,740,555	72.14	2,279,740,555	67.95
The Subscriber	–	–	195,000,000	5.81
Public Shareholders	880,400,142	27.86	880,400,142	26.24
Total	<u>3,160,140,697</u>	<u>100.00</u>	<u>3,355,140,697</u>	<u>100.00</u>

Note: These Shares included 34,583,000 Shares held by Dr. Hui, 1,003,448,057 Shares held by Hong Kong Finance Equity Holding Limited, 426,203,642 Shares held by Hong Kong Finance Equity Investment Limited, 606,584,356 Shares held by Hong Kong Finance Equity Management Limited, 477,000 Shares held by Wisdom On Holdings Limited and 208,444,500 Shares held by Hong Kong Finance Investment Limited respectively. The issued share capital of Hong Kong Finance Investment Limited are directly wholly-owned by Dr. Hui. The issued share capital of Hong Kong Finance Equity Holding Limited, Hong Kong Finance Equity Investment Limited, Hong Kong Finance Equity Management Limited and Wisdom On Holdings Limited are indirectly wholly-owned by Dr. Hui.

RESUMPTION OF TRADING

Reference is made to the announcement of the Company dated 24 January 2024 in relation to the trading halt in the shares of the Company on the Stock Exchange.

At the request of the Company, trading in the shares of the Company on the Stock Exchange was halted with effect from 9:00 a.m. on Wednesday, 24 January 2024. The Company has applied to the Stock Exchange for a resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on Thursday, 25 January 2024.

As the completion of the Subscription Agreement and the Supplemental Agreement is subject to the satisfaction of condition which may or may not become effective, and therefore the issue of the Convertible Notes may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and if they are in any doubt about their position, they should consult their professional advisors.

By order of the Board

Wisdom Wealth Resources Investment Holding Group Limited

Dr. Hui Chi Ming, G.B.S., J.P.

Chairman

Hong Kong, 24 January 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 five executive Directors, namely, Dr. Hui Chi Ming, G.B.S., J.P., Mr. Neil Bush, Mr. Cao Yu, Mr. Xu Jun Jia and Mr. Lam Kwok Hing, M.H., J.P.; 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.