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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED** (智富資源投資控股集團有限公司) (formerly known as HONG KONG FINANCE INVESTMENT HOLDING GROUP LIMITED (香港金融投資控股集團有限公司)), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or to the transferee.

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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)

**PROPOSED RE-ELECTION OF THE DIRECTORS
PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at 18/F, Dinghe Tower, 100 Fuhua 3rd Road, Futian District, Shenzhen, PRC at 10:00 a.m. on Wednesday, 16 October 2024 is set out on pages AGM-1 to AGM-5 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjournment thereof should you so desire.

24 September 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 18/F, Dinghe Tower, 100 Fuhua 3rd Road, Futian District, Shenzhen, PRC at 10:00 a.m. on Wednesday, 16 October 2024
“Annual Report”	the annual report of the Company for the year ended 31 December 2022
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company as amended and restated, supplemented or modified from time to time
“Chief Executive”	has the meaning ascribed to it in the Listing Rules
“Company”	WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED (智富資源投資控股集團有限公司) (formerly known as HONG KONG FINANCE INVESTMENT HOLDING GROUP LIMITED (香港金融投資控股集團有限公司)), an exempted company incorporated in Bermuda with limited liability and the securities of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 September 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange

DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.20 each in capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Xu Shiping (*Chairman*)

Mr. Huang Lei

Independent Non-executive Directors:

Mr. Zheng Zhaojun

Mr. Wang Ning

Mr. Chan Kwong On

*Head office and principal place
of business:*

Units 1910–12, 19th Floor

China Merchants Tower

Shun Tak Centre

168–200 Connaught Road Central

Sheung Wan

Hong Kong

Registered office:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

24 September 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF THE DIRECTORS
PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to give you information regarding the following resolutions to be proposed at the Annual General Meeting to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions, notice of which is set out on pages AGM-1 to AGM-5 of this circular.

LETTER FROM THE BOARD

At the Annual General Meeting, the resolutions regarding: (i) the re-election of the Directors; and (ii) the granting to the Directors general mandates for the issue and repurchase of the Share.

II. PROPOSED RE-ELECTION OF THE DIRECTORS

Pursuant to Clause 99 of the Company's Bye-laws, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation save any Director holding office as Chairman or Managing Director. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. In addition, pursuant to A.4.2 of the Corporate Governance Code, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Mr. Zheng Zhaojun and Mr. Chan Kwong On should retire and re-elect at the forthcoming Annual General Meeting.

Each of the Independent Non-Executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-Executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

Details of the abovementioned Directors, Mr. Zheng Zhaojun and Mr. Chan Kwong On who are proposed to be re-elected at the Annual General Meeting, are set out in Appendix I to this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve the re-election of Mr. Zheng Zhaojun and Mr. Chan Kwong On as Independent Non-Executive Director of the Company.

III. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares out of treasury) representing not more than 20% of the aggregate nominal amount of the issued share capital (excluding treasury shares, if any) of the Company at the date the relevant resolution is passed at the Annual General Meeting (the "Issue Mandate").

LETTER FROM THE BOARD

IV. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange the Shares in the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital (excluding treasury shares, if any) of the Company at the date the relevant resolution is passed at the Annual General Meeting (the “**Repurchase Mandate**”).

In addition, an ordinary resolution will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

The Repurchase Mandate and the Issue Mandate would continue in force until the first occurrence of either the conclusion of the next annual general meeting of the Company following the passing of the relevant resolutions unless it is renewed at such meeting or the expiration of the period within which the next annual general meeting of the Company is required by the Company’s Bye-laws or any applicable law to be held or it is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares is set out in the Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution at the Annual General Meeting.

V. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 10 October 2024 to Wednesday, 16 October 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 9 October 2024.

LETTER FROM THE BOARD

VI. NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Wednesday, 16 October 2024 at 18/F, Dinghe Tower, 100 Fuhua 3rd Road, Futian District, Shenzhen, PRC is set out pages AGM-1 to AGM-5 of this circular for the purpose of considering and, if thought fit, passing: (i) an ordinary resolution to re-elect of the Directors; and (ii) an ordinary resolution to grant to the Directors general mandates for the issue of the Shares and the repurchase of its Shares.

VII. FORM OF PROXY

A form of proxy is enclosed for use by the Shareholders. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.wisdom007.com). Shareholders are requested to complete and return the form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours before the scheduled time of the Annual General Meeting. The lodging of the form of proxy will not preclude the Shareholders from attending the Annual General Meeting and voting in person should he so wish. No Shareholder is required under the Listing Rules to abstain from voting at the Annual General Meeting.

VIII. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to bye-law 70 of the Bye-laws. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. An announcement on the poll voting results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

IX. RECOMMENDATION

The Board is of the opinion that (i) the re-election of the Directors; and (ii) the granting of the general mandates to the Directors to issue Shares and to repurchase Shares are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

X. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

Yours faithfully,

For and on behalf of

Wisdom Wealth Resources Investment Holding Group Limited

Xu Shiping

Chairman and Executive Director

Mr. Zheng Zhaojun (“Mr. Zheng”)

Mr. Zheng (Independent Non-Executive Director), 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, (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.

Mr. Zheng is appointed for a specific term for three years and subject to retirement and re-election provisions in accordance with the Bye-laws. Mr. Zheng’s annual remuneration is HK\$120,000 which is based on mutual agreement between the Board and Mr. Zheng and Mr. Zheng’s responsibilities and duties in the Company.

Mr. Chan Kwong On (“Mr. Chan”)

Mr. Chan (Independent Non-Executive Director), 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 2023, 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, (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.

Mr. Chan is appointed for a specific term for three years and subject to retirement and re-election provisions in accordance with the Bye-laws. Mr. Chan’s annual remuneration is HK\$120,000 which is based on mutual agreement between the Board and Mr. Chan and Mr. Chan’s responsibilities and duties in the Company.

This Appendix serves as an explanatory statement, as required by the Listing Rules to be sent to the Shareholders of the Company to enable the Shareholders to make informed decision whether to vote for or against the resolution at the Annual General Meeting in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,355,140,697 Shares.

Subject to the passing of the ordinary resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 335,514,070 Shares during the period in which the Repurchase Mandate remains in force.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to seek the Repurchase Mandate which enables the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders. The Directors have no present intention to repurchase any Shares.

3. DIRECTORS' DEALING AND CONNECTED PERSONS

None of the Directors, to the best of their knowledge having made all reasonable enquiries, or any of their associates (as defined in the Listing Rules) have any present intention, if the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting, to sell all of their Shares to the Company or its subsidiaries. No connected persons or their respective associates (as defined in the Listing Rules) have notified the Company that they have a present intention to sell their Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchase of the Shares.

4. FUNDING OF REPURCHASES

Repurchases must be funded entirely from the Company's available cash flow or working capital facilities, which will be funded by resources legally available for that purpose in accordance with the Company's Bye-Laws and the laws of Bermuda. The Company is empowered by its memorandum of association and Bye-laws to purchase its Shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

If the Repurchase Mandate is exercised in full, there might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the 12 months prior to the printing of this circular were as follows:

	PER SHARE	
	Highest HK\$	Lowest HK\$
2023		
September	0.178	0.100
October	0.120	0.090
November	0.100	0.075
December	0.087	0.058
2024		
January	0.075	0.038
February	0.052	0.015
March	0.043	0.011
April	N/A	N/A
May	N/A	N/A
June	N/A	N/A
July	N/A	N/A
August	N/A	N/A
September (up to the Latest Practicable Date)	N/A	N/A

Note: At the request of the Company, trading in Shares on Stock Exchange suspended with effect from 9:00 a.m. on 2 April 2024.

6. GENERAL

The Directors will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Bye-Laws, the Listing Rules and the applicable laws and regulations of Bermuda. Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

7. HONG KONG CODE ON TAKEOVERS AND MERGERS

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Guangdong Merchants Investment Holding Limited (“**Guangdong Merchants**”), is a company wholly-owned by Guangdong Merchants Investment Holding Group Limited, which is wholly-owned by Mr. Xu Junjia, a former Director in the last twelve months) held 808,610,000 Shares, representing approximately 24.10% of the total issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by Guangdong Merchants and there is no other change in the issued share capital of the Company, the shareholdings of Guangdong Merchants in the Company will be increased to approximately 26.78%. Based on the information known to date, the Directors consider that the exercise of Repurchase Mandate in full will not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors have no present intention to repurchase Shares to such extent which will result in the amount of Shares held by the public being reduced to less than 25% of the total issued share capital of the Company or such other minimum percentage as prescribed by the Listing Rules from time to time.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not purchased any of its shares during the six months preceding the Latest Practicable Date.

NOTICE OF THE ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Shareholders of Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”) will be held at 18/F, Dinghe Tower, 100 Fuhua 3rd Road, Futian District, Shenzhen, PRC Kong at 10:00 a.m. on Wednesday, 16 October 2024 for the following purposes:

1. (A) To re-elect Mr. Zheng Zhaojun as the Independent Non-Executive Director of the Company.

(B) To re-elect Mr. Chan Kwong On as the Independent Non-Executive Director of the Company.

(C) To authorise the Board of Directors to fix the remuneration of Directors.
2. To re-appoint Cheng & Cheng Limited Certified Public Accountants as auditor of the Company and authorise the Directors to fix their remuneration.
3. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (A) (i) subject to paragraph A(iii) and pursuant to the Listing Rules, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale and transfer of treasury shares out of treasury (has the meaning ascribed thereto in the Listing Rules)) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power by and is hereby generally and unconditionally approved;

NOTICE OF THE ANNUAL GENERAL MEETING

- (ii) the approval in paragraph A(i) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the expiry of the Relevant Period;
- (iii) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph A(i), otherwise than pursuant to a Rights Issue (as hereinafter defined) or any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or right to acquire shares in the Company shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of this Resolution and the said approval shall be limited accordingly; and
- (iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

1. the conclusion of the next annual general meeting of the Company; or
2. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act or any applicable law to be held; or
3. the passing of an Ordinary Resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this Resolution; and

“Rights Issue” means an offer of shares in the capital of the Company or an offer or issue of options or, warrants or other securities granting the rights to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of shares, subject to all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong.

NOTICE OF THE ANNUAL GENERAL MEETING

- (B) (i) subject to paragraph B(ii) and all applicable laws and/or the requirement of the Listing Rules or of any other stock exchange as amended from time to time, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares in the Company pursuant to the approval granted in paragraph B(i) during the Relevant Period shall not exceed 10% of the aggregate of nominal value of the share capital (excluding treasury shares, if any) of the Company in issue as at the date of the passing of this Resolution and the said approval be limited accordingly; and
- (iii) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

1. the conclusion of the next annual general meeting of the Company; or
2. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act or any applicable law to be held; or
3. the passing of an Ordinary Resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this Resolution; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (C) conditional upon Resolutions Nos. 3A and 3B above being passed, the aggregate nominal value of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 3B above shall be added to the aggregate nominal amount of share that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 3A above.

By Order of the Board
Wisdom Wealth Resources Investment Holding Group Limited
Xu Shiping
Chairman and Executive Director

Hong Kong, 24 September 2024

Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) The register of members of the Company will be closed from Thursday, 10 October 2024 to Wednesday, 16 October 2024 (both days inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 17/ F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 9 October 2024.
- (6) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.

NOTICE OF THE ANNUAL GENERAL MEETING

- (7) If Typhoon Signal No. 8 or above is expected to be hoisted or extreme conditions caused by a super typhoon or a Black Rainstorm Warning Signal is expected to be in force any time after 8 a.m. on the date of the meeting, then the meeting will be postponed, and by virtue of this notice, be held at the same time and place on Friday, 18 October 2024 instead. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this notice, 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.