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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)**

## **INSIDE INFORMATION**

### **WINDING UP PETITION BY CRESCENDO CAPITAL LIMITED AND CONTINUED SUSPENSION OF TRADING**

This announcement is made by Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”) pursuant to Rules 13.09 and 13.25 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **THE ALLEGATION AND THE PETITION**

On 16 July 2025, the Company received a petition (the “**Petition**”) from Crescendo Capital Limited (“**Crescendo**”) filed with the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the “**High Court of Hong Kong**”) for the winding-up of the Company under the provision of the Companies (Winding-Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies (WUMP) Ordinance**”). In the Petition, Crescendo claims for the total sum of HK\$1,810,500 (the “**Alleged Sum**”), being the alleged outstanding invoices due and payable by the Company to Crescendo for financial advisory services allegedly engaged by the Company from November 2022 up to 9 July 2024 (“**Alleged Engagement**”). The Petition is scheduled to be heard before the High Court of Hong Kong at 9:30 a.m. on Wednesday, 24 September 2025.

For the avoidance of doubt, the Petition is only an application for the winding up of the Company initiated by Crescendo and shall not be construed as a winding up order.

## **ACTIONS TO BE TAKEN BY THE COMPANY**

The Company is of the view that the facts leading to the Petition are disputable for the reason that (i) the Company does not have any record evidencing the authorization of the appointment of Crescendo and the validity and amount of the Alleged Sum; and (ii) Crescendo refused to provide the Company the relevant supporting documents (including the mandate letters, invoices and documents for the work done) after the Company's requests.

The Company is seeking legal advice to determine the next steps and possible legal actions to protect the rights and interests of the Company and other stakeholders. In view of the impact of the possible winding-up order on the transfer of Shares, the Company is also seeking advice from its legal advisors regarding a possible application to the High Court of Hong Kong for a validation order. It is expected that upon the grant of a validation order by the High Court of Hong Kong, any transfers of issued and fully paid up Shares made after the commencement of the winding up shall not be void by virtue of section 182 of the Companies (WUMP) Ordinance. Shareholders are reminded that there is no guarantee that the Company would apply for the validation order, or if applied, any validation order would be granted by the High Court of Hong Kong. In the event where a validation order is not granted but the winding-up order is not dismissed or permanently stayed, all transfers of Shares made after the commencement of the winding up shall be void.

## **EFFECT OF THE PETITION UNDER APPLICABLE LAWS AND REGULATIONS**

Pursuant to section 182 of the Companies (WUMP) Ordinance, in the event that the Company is ultimately wound up as a result of the Petition, any disposition of the property of the Company, including things in action, and any transfer of shares (the "Shares") of the Company, or alteration in the status of the members of the Company, made after the commencement of the winding up, shall, unless the court otherwise orders, be void.

The Company wishes to remind its shareholders and the potential investors of the Company of the risk that the Shares may be restricted as the deposits of the Shares into Central Clearing and Settlement System ("CCASS") may be suspended due to the Petition. Pursuant to the circular dated 28 December 2016 issued by the Hong Kong Securities Clearing Company Limited ("HKSCC") in relation to the transfer of the shares of listed issuers after a winding up petition has been presented, and in view of the restrictions and the uncertainties that may arise in relation to the transfer of shares, for participant(s) who conduct share transfers through HKSCC (the "Participant(s)"), HKSCC may at any time, and without notice, exercise its powers under the General Rules of CCASS to temporarily suspend any of its services in respect of the shares. This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominees Limited's name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities of the Company from its CCASS account accordingly. These measures would generally cease to apply from the date when the Petition has been struck-out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the relevant court(s).

**The Petition was filed in the High Court of Hong Kong only as an application for the winding up of the Company and did not represent the Petition has caused the wound-up of the Company. As at the date of this announcement, no winding-up order has been granted by the High Court of Hong Kong to wind-up the Company.**

## **IMPACT OF THE PETITION ON OPERATION OF THE COMPANY**

As at date of this announcement, to the best of the Directors' knowledge, information and belief, the Petition has had no material impact to the business operation of the Company and its subsidiaries.

The Company is in the course of seeking legal advice on the matter, and will make further announcement(s) to inform the shareholders of the Company of any significant development of the Petition as and when appropriate or as required by the applicable rules and regulations.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on Tuesday, 2 April 2024 and will continue to be suspended until the Company's fulfillment of all resumption conditions.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 22 July 2025

*As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Xu Shiping and Mr. Huang Lei; one non-executive Director, namely, Ms. Gao Shuna; and three independent non-executive Directors, namely, Mr. Zheng Zhaojun, Mr. Wang Ning and Mr. Chan Kwong On.*