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仍志集團控股有限公司
WISDOMCOME GROUP HOLDINGS LIMITED

(formerly known as “Easy Repay Finance & Investment Limited (易還財務投資有限公司) ”)

(Continued into Bermuda with limited liability)

(Stock code: 8079)

INSIDE INFORMATION
AND
ANNOUNCEMENT PURSUANT TO RULE 3.7 OF
THE TAKEOVERS CODE
AND
RESUMPTION OF TRADING

This announcement is made by Wisdomcome Group Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) made by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) and Rule 3.7 of the Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”).

SUPPLEMENTAL INFORMATION ON THE APPOINTMENT OF RECEIVER IN RESPECT OF CERTAIN SHARES OF THE COMPANY

Reference is made to the announcement of the Company dated 6 December 2023 in relation to the inside information of the appointment of Receivers in respect of certain Shares of the Company (the “**Announcement**”). Unless otherwise defined in this announcement, capitalized terms used herein should have the same meanings as those defined in the Announcement.

The Board hereby informs the Shareholders and the potential investors that, the Board received a letter on 6 December 2023 after trading hours (the “**2nd Receivers’ Letter**”) from the Receivers regarding the latest status on the sale of Charged Shares.

According to the 2nd Receivers’ Letter, the Receivers notified the Company that they are actively looking for a potential purchaser for the Charged Shares. As a result of the notification, the Company is required to publish this announcement pursuant to the Rule 3.7 of the Takeovers Code according to the Practice Note 24 issued by the Securities and Futures Commission on 18 November 2022.

SECURITIES OF THE COMPANY

As at the date of this announcement, the relevant securities of the Company comprise 518,644,031 ordinary shares. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

MONTHLY UPDATE

In the event that the potential sale of the Charged Shares to the potential purchaser(s) materialises and is completed, the potential purchaser(s) may acquire 30% or more of the voting rights of the Company, which in turn may give rise to an obligation for the potential purchaser(s) and any party(ies) acting in concert with them to make a mandatory general offer for all the issued Shares (other than those already owned or agreed to be acquired by them) under Rule 26.1 of the Takeovers Code. There is no certainty that the potential sale of the Charged Shares will proceed or that it would lead to a mandatory general offer under Rule 26.1 of the Takeovers Code.

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made by the Company until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period commences from 6 December 2023. In accordance with Rule 3.8 of the Takeovers Code, respective associates of the Company (as defined in the Takeovers Code, including among others, Shareholders having interests of 5% or more in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) and any potential purchaser of the Charged Shares are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended from 9:09 a.m. on 7 December 2023, pending the issue of this announcement.

Application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on 8 December 2023.

Warnings: There is no assurance that the appointment of Receivers will result in a change of control and lead to a general offer under Rule 26.1 of Takeovers Code. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

By order of the Board
WISDOMCOME GROUP HOLDINGS LIMITED
Lim Ming Shing, Tony
Executive Director

Hong Kong, 8 December 2023

As at the date of this announcement, the board of directors of the Company comprises Mr. Chan Yan Tak, Mr. Lim Ming Shing, Tony, Ms. Siu Yeuk Hung, Clara and Mr. Law Ka Kei as executive directors; Mr. Lee King Fui, Mr. Joseph Rodrick Law, Ms. Ho Sau Ping Pia and Mr. Cheung Leung as independent non-executive directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement 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 herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the GEM at www.hkgem.com for at least seven days from the date of its posting and on the Company’s website at www.ecrepay.com.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.