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

(Continued into Bermuda with limited liability)

(Stock code: 8079)

**ANNOUNCEMENT PURSUANT TO RULE 3.7 OF
THE TAKEOVERS CODE
AND
END OF OFFER PERIOD**

This announcement is made by Wisdomcome Group Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of the Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”).

Reference is made to the announcements of the Company dated 6 December 2023 and 8 December 2023 in relation to the inside information of the appointment of Receivers in respect of certain Shares of the Company (the “**Announcements**”). Unless otherwise defined in this announcement, capitalized terms used herein should have the same meanings as those defined in the Announcements.

The Board has been informed by Mr. Chan, the controlling shareholder of the Company, that on 20 December 2023 (after trading hours), he has entered into supplemental agreements (the “**Supplemental Agreements**”) with the Appointer pursuant to which the maturity date of the repayment of the Loans has been extended to 20 February 2024. As stipulated in the Supplemental Agreement, the Receivers has been retired on 20 December 2023. The Company has made enquiries with the legal advisers of the Appointer as regards to the current status of the Receivers and have been informed that the Receivers have retired and have withdrawn from looking for potential purchaser(s) for the Charged Shares. Accordingly, for the purpose of the Takeovers Code, the offer period ends on the date of this announcement. The Company will cease to publish further monthly announcement in respect of the possible mandatory general offer, which would otherwise be required under Rule 3.7 of the Takeovers Code.

EFFECTS ON THE PROPOSED RIGHTS ISSUE

References are made to the announcements of the Company dated 15 August 2023, 5 September 2023, 19 September 2023, 17 October 2023, 6 November 2023 and 8 December 2023 and the circular of the Company dated 9 November 2023 (the “**Circular**”), in relation to, among other matters, the proposed Rights Issue of the Company. Unless otherwise defined in this announcement, capitalized terms used in this section headed “EFFECTS ON THE PROPOSED RIGHTS ISSUE” should have the same meanings as those defined in the Circular.

Following the retirement of the Receivers and the end of the offer period, Best Richest remains to be the legal and beneficial owner of 181,196,866 Shares as at the date of this announcement and is entitled to subscribe for 543,590,598 Rights Shares which comprise the full acceptance of its provisional entitlement in respect of the 181,196,866 Shares beneficially held by it. The Company shall use all reasonable endeavours to procure the fulfillment or waiver of all the conditions to the Rights Issue by the Latest Time for Termination. The Rights Issue is to proceed on the terms and conditions as disclosed in the Circular and as approved by the Independent Shareholders on 29 November 2023.

Shareholders and potential investors 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
Chan Yan Tak
Chairman and Executive Director

Hong Kong, 21 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 of the Company 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.