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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)

**TERMINATION OF THE RIGHTS ISSUE AND
THE UNDERWRITING AGREEMENT**

References are made to (i) the announcements of the Company dated 15 August 2023, 5 September 2023, 19 September 2023, 17 October 2023, 6 November 2023, 8 December 2023 and 21 December 2023 (the “**Announcements**”); (ii) the circular of the Company dated 9 November 2023 (the “**Circular**”); and (iii) the prospectus of the Company dated 29 December 2023 (the “**Prospectus**”), in relation to the Rights Issue on the basis of three (3) Rights Shares for every one (1) existing Share held on the Record Date at the Subscription Price of HK\$0.045 per Rights Share on a fully underwritten basis. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements, Circular and the Prospectus.

TERMINATION OF THE RIGHTS ISSUE AND THE UNDERWRITING AGREEMENT

The Board announces that, in view of the prevailing market conditions and the sentiment of investors, on 16 January 2024 (after trading hours), the Company and the Underwriter mutually agreed to terminate the Underwriting Agreement with immediate effect. The Underwriting Agreement is therefore terminated and be of no further effect and neither party shall be under any liability to the other party in respect of the Underwriting Agreement.

As at the date of this announcement, no securities have been issued by the Company under the Rights Issue. The Rights Issue will not proceed and the Rights Issue will lapse.

The Board does not consider that the termination of the Rights Issue would have any material adverse effect on the financial position or the operations of the Group. As a result of the termination, the Company will take steps to explore other fundraising opportunities as and when appropriate, with the aim to improve the overall financial position of the Group and to implement the business plans which were originally proposed to be funded by the Rights Issue.

REFUND CHEQUES

It is expected that refund cheques in respect of the applications for Rights Shares and excess Rights Shares will be despatched by ordinary post to those entitled thereto, without interest, at their own risk on or before 23 January 2024.

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

On behalf of the Board of
Wisdomcome Group Holdings Limited
Chan Yan Tak
Director and Chairman of the Company

Hong Kong, 16 January 2024

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 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, 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 Stock Exchange of Hong Kong Limited’s website at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the Company’s website at www.ecrepay.com.