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EASY REPAY FINANCE & INVESTMENT LIMITED
易還財務投資有限公司

(Continued into Bermuda with limited liability)

(Stock code: 8079)

**PROPOSED CHANGE OF COMPANY NAME;
PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME; AND
PROPOSED AMENDMENTS TO THE BYE-LAWS**

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of Easy Repay Finance & Investment Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to change the English name of the Company from “Easy Repay Finance & Investment Limited” to “Wisdomcome Group Holdings Limited” and to adopt “仍志集團控股有限公司” as the Chinese secondary name of the Company (together, the “**Proposed Change of Company Name**”).

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (a) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at a special general meeting (the “**SGM**”) approving the Proposed Change of Company Name; and
- (b) the approval of the Registrar of Companies in Bermuda having been obtained for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of the registration of the new names of the Company in place of the existing names by the Registrar of Companies in Bermuda as set out in the certificate of change of name and certificate of secondary name to be issued by the Registrar of Companies in Bermuda in respect of the Proposed Change of Company Name. Thereafter, the Company will carry out the necessary filing or registration procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

Reference is made to the announcement of the Company dated 19 July 2022 (the “**Announcement**”). Unless otherwise stated, the capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

Immediately after the close of the Offer, and taking into account the valid acceptances in respect of 38,509,298 Offer Shares, the Offeror and parties acting in concert with it are interested in an aggregate of 120,797,911 Shares, representing approximately 50.26% of all the issued Shares as at the date of the Announcement. The Proposed Change of Company Name is to reflect the change in ownership of the majority of shares of the Company. In addition, as the Group is exploring new revenue stream to diversify its business, the Board is of the opinion that the proposed new company name of “Wisdomcome Group Holdings Limited 仍志集團控股有限公司” will better reflect the current status of the Group’s business development and its direction of future development. Therefore, the Proposed Change of Company Name can provide the Company with more accurate corporate image and clearer identity. The Board is of the view that the Proposed Change of Company Name will benefit the Group’s future business development and is in the best interests of the Group and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company’s daily business operation and its financial position.

All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name having become effective, continue to be evidence of legal title to such securities and the existing share certificates of the Company will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new certificates bearing the new name of the Company. Once the Proposed Change of Company Name becoming effective, new share certificates of the Company will be issued only in the new name of the Company. Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the Proposed Change of Company Name, details of the new stock short names of the Company for trading of the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), new logo and new website address of the Company.

PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME

The Company has adopted a share option scheme on 4 January 2011 (the “**2011 Share Option Scheme**”), which has expired on the tenth anniversary of its adoption. No further options can be offered or granted upon the expiration of the 2011 Share Option Scheme.

In view of the expiration of the 2011 Share Option Scheme, the Board proposes to adopt the New Share Option Scheme (the “**New Share Option Scheme**”) in accordance with Chapter 23 of the Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”) to provide incentives or rewards to the participants for their contribution or potential contribution to the Group.

The Directors consider that the New Share Option Scheme will enable the Group to reward its employees, directors and other participants for their contributions to the Group and will assist the Group in its recruitment and retention of high calibre professionals, executives and employees who are instrumental to the growth and development of the Group’s business.

The proposed adoption of the New Share Option Scheme is subject to:

- (a) the passing of an ordinary resolution approving the adoption of the New Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the shares which may fall to be issued pursuant to the exercise of options to be granted under the New Share Option Scheme.

Approval by way of an ordinary resolution of the Shareholders will be sought at the forthcoming SGM.

PROPOSED AMENDMENTS TO THE BYE-LAWS

Pursuant to Rule 17.50(1) of the GEM Listing Rules, the Board proposes to amend the existing bye-laws (“**Bye-laws**”) of the Company to (i) keep up with technological developments allowing general meetings to be held as an electronic meeting (also referred to as a virtual general meeting) or as a hybrid meeting; and (ii) bring the Bye-laws to be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022. In view of the proposed changes, the Board proposes to adopt an amended and restated bye-laws (“**New Bye-laws**”) in substitution for, and to the exclusion of, the existing Bye-laws. The Board proposes to make the following amendments to the existing Bye-laws to:

- (a) reflect and align with changes to the requirements under the amended Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022;
- (b) provide the Company with more flexibility and provide Shareholders with the option of attending general meetings through electronic means; and
- (c) align the existing Bye-Laws with the applicable laws of Bermuda and incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”).

The Proposed Amendments and the adoption of the New Bye-laws are subject to the passing of a special resolution.

GENERAL

A circular containing, amongst other things, information in relation to (i) the Proposed Change of Company Name, (ii) the proposed adoption of the New Share Option Scheme, including the principal terms of the New Share Option Scheme, and (iii) the Proposed Amendments and the adoption of the New Bye-laws and a notice convening the SGM to approve (i) the Proposed Change of Company Name, (ii) the proposed adoption of the New Share Option Scheme, (iii) the Proposed Amendments and the adoption of the New Bye-laws are expected to be despatched to the Shareholders in due course.

The Company will make further announcement(s) as and when appropriate on the results of the SGM.

By order of the Board
EASY REPAY FINANCE & INVESTMENT LIMITED
Chan Yan Tak
Chairman and Executive Director

Hong Kong, 23 February 2023

As at the date of this announcement, the Board comprises Mr. Chan Yan Tak (Chairman), 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, Mr. To Kwan and Ms. Ho Sau Ping Pia 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 website of the Stock Exchange at www.hkexnews.hk for at least seven days from the date of its publication and on the website of the Company at www.ecrepay.com.