
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Wisdomcome Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

(Continued in Bermuda with limited liability)

(Stock code: 8079)

(1) CHANGE OF COMPANY NAME;

AND

(2) NOTICE OF SGM

Terms used in this cover shall have the same meanings as defined in this circular.

A notice convening the SGM to be held at Units 3-9, 10/F, Fook Hong Industrial Building, 19 Sheung Yuet Road, Kowloon Bay, Hong Kong, Hong Kong at 4:30 p.m. on Friday, 17 April 2026 is set out on pages 6 to 7 of this circular. A form of proxy for the special general meeting is enclosed herein. Whether or not you are able to attend the meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

24 March 2026

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise required, the following terms and expressions shall have the following meanings when used herein:

“%”	percent;
“Announcement”	the announcement of the Company dated 4 March 2026 in relation to, Proposed Change of Company Name;
“Board”	the board of Directors;
“Business Day(s)”	a day (other than Saturday and Sunday) on which banks are in Hong Kong are generally open for business;
“Company”	Wisdomcome Group Holdings Limited, an exempted company continued in Bermuda with limited liability, the shares of which are listed on GEM (stock code: 8079)
“Conditions”	the conditions as set out in section headed “Conditions”;
“Director(s)”	the director(s) of the Company;
“GEM”	the GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	19 March 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company as at the date of this circular;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

LETTER FROM THE BOARD



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

(Continued in Bermuda with limited liability)

(Stock code: 8079)

Executive Directors:

Mr. Law Ka Kei
Ms. Mo Ka Yan
Mr. Andre Pierre Lajeunesse
Mr. Tsui Ka Kin, Kevin

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Independent Non-executive Directors:

Mr. Lee King Fui
Ms. Ho Sau Ping, Pia
Mr. Ho Tak Yin

*Head office and principal place of
business in Hong Kong:*

Unit 502, 5/F, Eastmark
21 Sheung Yuet Road
Kowloon Bay, Kowloon
Hong Kong

24 March 2026

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Announcement in relation to the Proposed Change of Company name.

The purpose of this circular is to provide you with information regarding resolution to be proposed at the forthcoming SGM to be held at Units 3-9, 10/F, Fook Hong Industrial Building, 19 Sheung Yuet Road, Kowloon Bay, Hong Kong on Friday, 17 April 2026 at 4:30 p.m. to approve the Proposed Change of Company Name.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Directors propose to change the English name of the Company from “Wisdomcome Group Holdings Limited” to “LIT Life Holdings Limited” and change the Chinese name of the Company from “仍志集團控股有限公司” to “墨生命控股有限公司”.

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 at 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.

The relevant filings with the Registrar of Companies in Bermuda will be made after the passing of the special resolution at the SGM. 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

The Board considers that the Proposed Change of Company Name will provide the Company with a fresh corporate image and identity, and in turn, such refreshment of the Company’s brand will better reflect the Company’s position and direction for future strategic business development –specifically its focus on human-centric consumer products aimed at enhancing quality of life, including but not limited to the media, entertainment, and human longevity related businesses. 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.

LETTER FROM THE BOARD

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, new logo and new website address of the Company.

3. SGM

The SGM will be convened and held at Units 3-9, 10/F, Fook Hong Industrial Building, 19 Sheung Yuet Road, Kowloon Bay, Hong Kong, Hong Kong at 4:30 p.m. on Friday, 17 April 2026 for the purpose of considering and, if thought fit, approving the special resolution in respect of the Proposed Change of Company Name.

Notice of the SGM is set out on pages 6 to 7 to this circular. A proxy form for appointing proxy is despatched with this circular and published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.ecrepay.com). Whether or not you intend to attend the SGM, you are requested to complete the proxy form and return it to the Company's Branch Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or the adjourned meeting. Completion and return of a proxy form will not preclude you from attending and voting in person at the meeting and any adjourned meeting if you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the SGM shall be voted by poll.

4. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 13 April 2026 to Friday, 17 April 2026, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 April 2026. The record date for entitlement to SGM will be Friday, 17 April 2026.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

6. RECOMMENDATION

The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolution as set out in the notice of SGM.

Yours faithfully,
By Order of the Board
Wisdomcome Group Holdings Limited
Andre Pierre Lajeunesse
Executive Director

NOTICE OF SGM



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

(Continued in Bermuda with limited liability)

(Stock code: 8079)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of Wisdomcome Group Holdings Limited (the “**Company**”) will be held at Units 3-9, 10/F, Fook Hong Industrial Building, 19 Sheung Yuet Road, Kowloon Bay, Hong Kong at 4:30 p.m. on Friday, 17 April 2026 for the purpose of considering and, if thought fit, passing the following resolution of the Company:

SPECIAL RESOLUTION

1. “**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda having been obtained by way of issue of a certificate of incorporation on change of name, the existing English name of the Company be changed from “Wisdomcome Group Holdings Limited” to “LIT Life Holdings Limited” and to adopt “墨生命控股有限公司” as the Chinese secondary name of the Company (together, the “**Proposed Change of Company Name**”) with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in Bermuda; and
- (b) each of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

On behalf of the Board
Wisdomcome Group Holdings Limited
Andre Pierre Lajeunesse
Executive Director

Hong Kong, 24 March 2026

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

*Principal place of business
in Hong Kong:*
Unit 502, 5/F, Eastmark
21 Sheung Yuet Road
Kowloon Bay, Kowloon
Hong Kong

NOTICE OF SGM

Notes:

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding of the above Meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. As at the date of this notice, the directors of the Company are Mr. Law Ka Kei, Ms. Mo Ka Yan, Mr. Andre Pierre Lajeunesse and Mr. Tsui Ka Kin, Kevin as executive Directors; Mr. Lee King Fui, Ms. Ho Sau Ping, Pia and Mr. Ho Tak Yin as independent non-executive Directors.