

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to the accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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

(Continued into Bermuda with limited liability)

(Stock code: 8079)

**EXPECTED TIMETABLE OF
PROPOSED CAPITAL REORGANISATION**

Reference is made to the announcement of Wisdomcome Group Holdings Limited (the “**Company**”) dated 27 September 2024 in relation to the proposed Capital Reorganisation (the “**Announcement**”). Terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

EXPECTED TIMETABLE FOR THE CAPITAL REORGANISATION

The expected timetable for the Capital Reorganisation is set out below. The expected timetable is subject to the results of the SGM and satisfaction of the conditions of the Capital Reorganisation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Event	Time and Date
Despatch date of circular with notice of the SGM	on or before 31 October 2024
Latest date and time for lodging transfers of the Existing Shares in order to qualify for attendance and voting at the SGM.	4:30 p.m. on 21 November 2024

Event	Time and Date
Register of members closes (both days inclusive)	22 November to 27 November 2024
Latest time for lodging forms of proxy for the SGM	4:00 p.m. on 25 November 2024
Date and time of the SGM.	4:00 p.m. on 27 November 2024
Publication of the announcement of the poll results of the SGM	27 November 2024
The following events are conditional on the fulfillment of the conditions for the implementation of the Capital Reorganisation as set out in this announcement:	
Effective date of the Capital Reorganisation	29 November 2024
First day of free exchange of existing share certificates for new share certificates for the New Shares.	29 November 2024
Dealing in the New Shares commences	9:00 a.m. on 29 November 2024
Original counter for trading in Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates in green colour) temporarily closes	9:00 a.m. on 29 November 2024
Temporary counter for trading in the New Shares in board lots of 250 New Shares (in the form of existing share certificates in green colour) opens	9:00 a.m. on 29 November 2024
Original counter for trading in the New Shares in board lots of 5,000 New Shares (in the form of new share certificates in blue colour) re-opens	9:00 a.m. on 13 December 2024

Event	Time and Date
Parallel trading in the New Shares (in the form of new share certificates in blue colour and existing share certificates in green colour) commences	9:00 a.m. on 13 December 2024
Designated broker starts to stand in the market to provide matching services for odd lots of the New Shares	9:00 a.m. on 13 December 2024
Designated broker ceases to stand in the market to provide matching services for odd lots of the New Shares	4:00 p.m. on 7 January 2025
Temporary counter for trading in the New Shares in board lots of 250 New Shares (in the form of existing share certificates in green colour) closes.	4:10 p.m. on 7 January 2025
Parallel trading in the New Shares (in the form of new share certificates in blue colour and existing share certificates in green colour) ends	4:10 p.m. on 7 January 2025
Last day for free exchange of existing share certificates for new share certificates for the New Shares	9 January 2025

Exchange of new share certificates for New Shares

Subject to the Capital Reorganisation becoming effective, which is currently expected to be on 29 November 2024, Shareholders may during the period from 29 November 2024 to 9 January 2025 (both days inclusive), submit their existing share certificates in green colour for the Existing Shares to the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong to exchange for new share certificates in blue colour for the New Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Hong Kong branch share registrar for each new share certificate issued for the New Shares or each existing share certificate for the Existing Shares submitted for cancellation, whichever the number of share certificates issued or cancelled is higher.

The existing share certificates will only be valid for delivery, trading, settlement and registration purposes for the period up to 4:10 p.m. on 7 January 2025 and thereafter will not be accepted for delivery, trading, settlement and registration purposes. However, the existing share certificates will continue to be good evidence of title to the New Shares on the basis of every twenty (20) Existing Shares for one (1) New Share. The new share certificates for the New Shares will be issued in blue colour in order to distinguish them from the existing share certificates for the Existing Shares which are in green colour.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation and transactions contemplated thereunder. A circular containing, among other things, details of the Capital Reorganisation, together with the notice convening the SGM and the related proxy form, is expected to be despatched to the Shareholders on or before 31 October 2024. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the Capital Reorganisation and no Shareholder will be required to abstain from voting at the SGM.

Shareholders and potential investors of the Company should be aware of and take note that the Capital Reorganisation is conditional upon satisfaction of certain conditions set out in this announcement, and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to 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 advisers.

By order of the Board
Wisdomcome Group Holdings Limited
Chan Yan Tak
Chairman

Hong Kong, 9 October 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 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.