

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)

**SECOND SUPPLEMENTAL ANNOUNCEMENT AND
CLARIFICATION ANNOUNCEMENT ON
SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

References are made to the announcements of Wisdomcome Group Holdings Limited (the “**Company**”) dated 5 September 2024 and 6 September 2024 in relation to the subscription of new shares under general mandate (the “**Announcements**”). Terms used herein shall have the same meanings as defined in the Announcements unless the context requires otherwise.

The Board would like to provide further information in relation to the Subscription as follows:

The Company entered into the Subscription Agreements and Supplemental Subscription Agreements with each of the six Subscribers, pursuant to which the Company has conditionally agreed to allot and issue, and each of the respective Subscribers has conditionally agreed to subscribe for certain Subscription Shares. Completion of each of the Subscription Agreements is not inter-conditional with each other.

AMOUNT OF SUBSCRIPTION SHARES AND EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The Company would like to provide further information and clarify as follows:

As at the date of the Subscription Agreements and this second supplemental announcement (the “**Second Supplemental Announcement**”), the Company has 518,644,031 Shares in issue. The following table sets out (a) the amount of Subscription Shares; and (b) the shareholding structure of the Company (i) as at the date of the Subscription Agreements and the Second Supplemental Announcement; and (ii) immediately upon the Completion of the Subscription, assuming that there are no other changes to the issued share capital of the Company between the date of the Second Supplemental Announcement and the allotment and issue of the Subscription Shares:

| Shareholders | As at the date of the Subscription Agreements and the Second Supplemental Announcement | | The amount of Subscriptions Shares | | Immediately upon completion of the Subscription | |
|--------------------------------------|---|----------------------------------|---------------------------------------|----------------------------------|---|----------------------------------|
| | Number of Shares | Approximate percentage (%) | Number of Shares | Approximate percentage (%) | Number of Shares | Approximate percentage (%) |
| Best Richest (Note 1) | 181,196,866 | 34.94 | – | – | 181,196,866 | 29.12 |
| Mr. Cheng Sai Chit, Luke (Note 2) | 79,050,000 | 15.24 | – | – | 79,050,000 | 12.70 |
| Subscriber A | – | – | 24,700,000 | 4.76 | 24,700,000 | 3.97 |
| Subscriber B | 2,675,000 | 0.52 | 23,000,000 | 4.43 | 25,675,000 | 4.13 |
| Subscriber C | 3,340,000 | 0.64 | 20,000,000 | 3.86 | 23,340,000 | 3.75 |
| Subscriber D | – | – | 20,000,000 | 3.86 | 20,000,000 | 3.21 |
| Subscriber E | – | – | 9,000,000 | 1.73 | 9,000,000 | 1.45 |
| Subscriber F | – | – | 7,000,000 | 1.35 | 7,000,000 | 1.12 |
| Public shareholders | <u>252,382,165</u> | <u>48.66</u> | <u>–</u> | <u>–</u> | <u>252,382,165</u> | <u>40.55</u> |
| | <u>518,644,031</u> | <u>100</u> | <u>103,700,000</u> | <u>19.99</u> | <u>622,344,031</u> | <u>100</u> |

Notes:

- Best Richest Management Company Limited is wholly and beneficially owned by Mr. Chan Yan Tak (“**Mr. Chan**”), the chairman and an executive Director and a controlling shareholder of the Company.
- Mr. Cheng Sai Chit, Luke (“**Mr. Cheng**”) is the brother-in-law of both Mr. Chan, being an executive Director and the chairman of the Board, and Mr. Lim Ming Shing Tony, being an executive Director, and thus Mr. Cheng is a deemed connected person of the Company.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company would like to clarify as follows:

Save as the proposed rights issue which has been terminated on 16 January 2024 mentioned below, the Company has not conducted any other fund raising activities involving the issue of its equity securities in the 12 months immediately preceding the date of the Subscription Agreements.

| Date of announcement/ circular/prospectus | Fund raising activity | Net proceeds raised (approximately) | Proposed use of net proceeds (approximately) | Actual use of net proceeds |
|---|--|---|--|-------------------------------|
| 15 August 2023/ 5 September 2023/ 19 September 2023/ 17 October 2023/ 6 November 2023/ 9 November 2023/ 8 December 2023/ 21 December 2023/ 29 December 2023/ 16 January 2024 | Proposed rights issue of 1,555,932,093 rights shares at subscription price of HK\$0.045 per rights share on the basis of three (3) rights shares for every one (1) existing Share | HK\$70 million | (i) HK\$25 million for the continual expansion of the money lending business of the Group; (ii) HK\$3 million for purchase of healthcare products to enhance and expand the retail business of the Group; (iii) HK\$3 million to purchase pets products to enhance and expand the retail business of the Group; (iv) HK\$15 million for expansion of other products offerings of the retail business of the Group; | Not applicable |

| Date of announcement/ circular/prospectus | Fund raising activity | Net proceeds raised (approximately) | Proposed use of net proceeds (approximately) | Actual use of net proceeds |
|--|-----------------------|---|---|-------------------------------|
| | | | (v) HK\$9 million for payment of outstanding promissory notes and consultancy fees; and | |
| | | | (vi) the remaining of the net proceeds for general working capital of the Group. | |

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

Hong Kong, 12 September 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.