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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)**

**(1) SUPPLEMENTAL ANNOUNCEMENT ON  
SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE;  
AND  
(2) PROPOSED SHARE CONSOLIDATION**

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

The Company entered into supplemental subscription agreements with each of Subscribers at a new subscription price of HK\$0.021 per Subscription Share (“**New Subscription Price**”) instead of HK\$0.020 per Subscription Share.

**NEW SUBSCRIPTION PRICE**

The New Subscription Price of HK\$0.021 represents:

- (i) a discount of approximately 16% over the closing price of HK\$0.025 per Share as quoted on the Stock Exchange, on 5 September 2024, being the Last Trading Day;
- (ii) a discount of approximately 12.50% to the average closing price of approximately HK\$0.0240 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the Last Trading Day; and
- (iii) a discount of approximately 13.93% to the average closing price of approximately HK\$0.0244 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days immediately prior to the Last Trading Day.

The gross proceeds and net proceeds from the Subscription will be HK\$2,177,700 and approximately HK\$2.1 million, respectively, and the net New Subscription Price per Subscription Share is approximately HK\$0.021.

The New Subscription Price was determined after arm's length negotiation between the Company and the Subscribers after taking into account the prevailing market price of the Shares and the market condition. The Directors are of the view that the New Subscription Price is fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

Other terms and conditions of the Subscription Agreements remain unchanged and continue in full force and effect.

## **PROPOSED SHARE CONSOLIDATION**

The Board is considering a proposed share consolidation in the view that the Shares had been traded at around or below HK\$0.10 at certain time since June 2023 (based on the closing price per Share as quoted on the Stock Exchange). An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the consolidated shares. Details of a proposal on the proposed share consolidation will be announced as and when appropriate.

**Should the proposed share consolidation materialise, further announcement(s) will be made in respect of the terms and conditions of the proposed share consolidation in accordance with the applicable requirements of the GEM Listing Rules as and when appropriate. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

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

Hong Kong, 6 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](http://www.hkgem.com) for at least seven days from the date of its posting and on the Company’s website at [www.ecrepay.com](http://www.ecrepay.com).*