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## THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this supplemental 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 (the “**Company**”), you should at once hand this supplemental circular and the accompanying revised form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its 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 supplemental circular.

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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)**

#### **SUPPLEMENTAL CIRCULAR OF THE ANNUAL GENERAL MEETING IN RELATION TO PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in this supplemental circular.

This supplemental circular should be read together with the circular of the annual general meeting (the “**First Circular**”) and the notice of annual general meeting of the Company dated 28 August 2025.

The supplemental notice convening the Annual General Meeting (“**AGM**”) of Wisdomcome Group Holdings Limited to be held at Units 3-9, 10/F, Fook Hong Industrial Building, 19 Sheung Yuet Road, Kowloon Bay, Hong Kong on Friday, 26 September 2025 at 4:30 p.m. is set out on pages 6 to 7 of this supplemental circular. A revised form of proxy for use at the AGM is also enclosed. Such revised form of proxy is also published on the websites of Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ecrepay.com](http://www.ecrepay.com)).

Whether or not you are able to attend the AGM, please complete and sign the enclosed revised form of proxy for use at the AGM in accordance with the instructions printed thereon and return it to 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, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the revised form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

*This supplemental circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) 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).*

11 September 2025

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## CHARACTERISTICS OF THE GEM

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**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 that 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

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*In this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Units 3-9, 10/F, Fook Hong Industrial Building, 19 Sheung Yuet Road, Kowloon Bay, Hong Kong on Friday, 26 September 2025 at 4:30 p.m., a supplemental notice of which is set out on pages 6 to 7 of this supplemental circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Wisdomcome Group Holdings Limited (Stock code: 8079), an exempted company continued in Bermuda with limited liability and the issued Shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the rules governing the listing of securities on GEM made by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 September 2025, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information in this supplemental circular
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Ms. Siu Yeuk Hung, Clara  
Mr. Law Ka Kei  
Ms. Mo Ka Yan

*Independent non-executive Directors:*

Mr. Lee King Fui  
Mr. Joseph Rodrick Law  
Ms. Ho Sau Ping, Pia

*Registered office:*

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

*Head office and principal place of*

*Business in Hong Kong:*

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

11 September 2025

*To the Shareholders*

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR OF THE ANNUAL GENERAL MEETING  
IN RELATION TO PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

References are made to the First Circular and the notice of AGM dated 28 August 2025. The purpose of this supplemental circular is to provide you with relevant information, to enable you to make an informed decision on whether to vote for or against, among other matters, the following resolution to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the announcement of the Company dated 5 September 2025 in relation to, among other things, the resignation of Mr. Chan Yan Tak and Mr. Lim Ming Shing, Tony as executive Directors of the Company and the appointment of Ms. Mo Ka Yan as an executive Director of the Company with effect from 5 September 2025.

In light of the above, the resolutions item numbered 2 relating to the re-election of the Directors as set out in the notice of AGM should be deleted in its entirety and replaced by the new resolutions under item numbered 2 as set out in the supplemental notice of AGM on pages 6 to 7 of this supplemental circular.

Pursuant to Bye-laws 102(B), the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the next annual general meeting of the Company and shall then be eligible for re-election. As such, Ms. Mo Ka Yan shall hold office until the AGM and, being eligible, offer herself for re-election at the AGM.

Details of Ms. Mo Ka Yan (“**Ms. Mo**”), which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules are set out as follows:

Ms. Mo, aged 37, possesses extensive experience in retail business management. Prior to joining the Company, she held positions at several companies primarily engaged in the retail industry.

Ms. Mo (i) does not hold any positions with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed directors, senior management, substantial shareholders, or controlling shareholders of the Company; (iv) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (v) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Pursuant to the appointment with Ms. Mo, her initial term of service shall be one year and shall continue thereafter unless and until terminated by three months’ notice in writing served by either party. Ms. Mo shall be entitled to receive a director’s fee of HK\$35,000 per month which is determined by the Board by reference to the duties and responsibilities undertaken by her as a director of the Company. In accordance with the bye-laws of the Company, she will hold office until the next annual general meeting of the Company and will then be eligible for re-election; thereafter she will be subject to retirement by rotation at least once every three years at the annual general meetings of the Company since her last re-election.

The Board is not aware of any other information in relation to Ms. Mo that is required to be disclosed pursuant to rule 17.50(2) of the GEM Listing Rules or any other matter that needs to be brought to the attention of shareholders of the Company in relation to Ms. Mo’s appointment.

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## LETTER FROM THE BOARD

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### AGM AND PROXY ARRANGEMENT

The supplemental notice of the AGM is set out on pages 6 to 7 of this supplemental circular.

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 AGM shall be voted by poll.

A revised form of proxy for use at the AGM is enclosed with this supplemental circular and such revised form of proxy is also published on the Stock Exchange websites ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ecrepay.com](http://www.ecrepay.com)). To be valid, the revised form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority 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 as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or the adjourned meeting (as the case may be). Completion and delivery of the revised form of proxy will not preclude you from attending and voting at the AGM if you so wish, in such event, the authority of your proxy will be revoked.

The revised form of proxy is intended to be used for the resolutions specified in the notice of AGM and the supplemental notice of AGM.

**Shareholders who have not yet lodged the form of proxy which was published by the Company on 28 August 2025 (the "Original Form of Proxy") with the Company's branch share registrar and transfer office in Hong Kong**

Any Shareholder who has not yet lodged the Original Form of Proxy with the Company's branch share registrar and transfer office in Hong Kong is requested to lodge only the revised form of proxy if he/she intends to appoint a proxy to attend the AGM on his/her behalf.

**Shareholders who have already lodged the Original Form of Proxy with the Company's branch share registrar and transfer office in Hong Kong**

Any Shareholder who has already lodged the Original Form of Proxy with the Company's branch share registrar and transfer office in Hong Kong should note that:

- (1) if no revised form of proxy is lodged by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the new resolutions as set out in this supplemental circular and the supplemental notice of AGM.
- (2) if the revised form of proxy is lodged by the Shareholder at or before 4:30 p.m. on Wednesday, 24 September 2025, the revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.

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## LETTER FROM THE BOARD

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- (3) if the revised form of proxy is lodged by the Shareholder after the closing time set out in the supplemental notice of AGM, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the new resolutions as set out in this supplemental circular and the supplemental notice of AGM).

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 22 September 2025 to Friday, 26 September 2025, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, 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, 19 September 2025.

### RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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 supplemental 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 supplemental circular misleading.

### RECOMMENDATION

The Directors consider that re-election of the retiring Directors is in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Wisdomcome Group Holdings Limited**  
**Siu Yeuk Hung, Clara**  
*Executive Director*



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# SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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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)

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of Wisdomcome Group Holdings Limited (the “**Company**”) dated 28 August 2025 (the “**AGM Notice**”) which sets out the resolutions to be considered by shareholders of the Company (the “**Shareholder(s)**”) at the annual general meeting of the Company to be held at Units 3–9, 10/F, Fook Hong Industrial Building, 19 Sheung Yuet Road, Kowloon Bay, Hong Kong on Friday, 26 September 2025 at 4:30 p.m. (the “**AGM**”).

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT** due to the matters as set out in the supplemental circular of the Company dated 11 September 2025 (the “**Supplemental Circular**”), the resolutions under item numbered 2 stated in the AGM Notice should be deleted in its entirety and replaced by the following new resolutions under item numbered 2:

### ORDINARY RESOLUTIONS

2. To re-elect the following retiring directors and to authorize the Board of Directors to fix the remuneration of the directors.
  - (a) Ms. Mo Ka Yan as executive Director; and
  - (b) Mr. Joseph Rodrick Law as independent non-executive Director.

On behalf of the Board  
**Wisdomcome Group Holdings Limited**  
**Siu Yeuk Hung, Clara**  
*Executive Director*

Hong Kong, 11 September 2025

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A revised 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 revised 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 revised 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 revised 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, priority 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. The directors of the Company as at the date of this supplemental notice are Ms. Siu Yeuk Hung, Clara, Mr. Law Ka Kei and Ms. Mo Ka Yan, being executive Directors, Mr. Lee King Fui, Mr. Joseph Rodrick Law and Ms. Ho Sau Ping, Pia, being independent non-executive Directors.