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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)

DISCLOSEABLE TRANSACTION
TENANCY AGREEMENT FOR LEASING OF RETAIL SHOP

The Board is pleased to announce that on 2 September 2024, the Company entered into the Tenancy Agreement in respect of the lease of the Premises for operation of a retail shop for a term of two years fixed commencing on 15 September 2024 and ending on 14 September 2026 and one year flexible from 15 September 2026 to 14 September 2027 under the trade name of “Q Foods Mall”.

IMPLICATIONS UNDER THE GEM LISTING RULES

In accordance with HKFRS 16, the Company will recognise the unaudited value of the right-of-use asset on its consolidated statement of financial position in connection with the leasing of the Premises under the Tenancy Agreement. Accordingly, the transaction under the Tenancy Agreement will be regarded as an acquisition under the definition of transactions set out in Rule 19.04(1)(a) of the GEM Listing Rules.

As one or more of the applicable percentage ratios under Rule 19.07 of the GEM Listing Rules in respect of the aggregated value of the right-of-use asset under the Tenancy Agreement are more than 5% but less than 25%, the transaction contemplated thereunder constitutes a discloseable transaction on the part of the Company and is subject to the reporting and announcement requirements but is exempted from the circular and shareholders’ approval requirements under Chapter 19 of the GEM Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 2 September 2024, the Company entered into the Tenancy Agreement in respect of the lease of the Premises for operation of a retail shop for a term of three years commencing on 15 September 2024 and ending on 14 September 2027 under the trade name of “Q Foods Mall”.

THE TENANCY AGREEMENT

Set out below is a summary of the principal terms of the Tenancy Agreement:

Date	:	2 September 2024
Landlord	:	Ms. Kam Ha Ping
Tenant	:	Long Rich Limited
Premises	:	Shop B, G/F, Thompson Building, Nos. 93-103 Thomson Road, Wanchai, Hong Kong
Term	:	Two years fixed commencing on 15 September 2024 and expiring on 14 September 2026 and one year flexible from 15 September 2026 to 14 September 2027 (both days inclusive) with an option to renew for a further term of three years
Usage	:	retail shop under the trade name of “Q Foods Mall”
Monthly Rent	:	HK\$78,000 (exclusive of government rent, rates and management fee)
Rent-free Period	:	Sixteen days commencing from 15 September 2024 to 30 September 2024
Total aggregate value of consideration payable	:	HK\$1,830,400 (exclusive of government rent, rates and management fee)

THE RIGHT-OF-USE ASSET

The unaudited value of the right-of-use asset to be recognised by the Company under the terms of the Tenancy Agreement amounts to approximately HK\$1.75 million, which is the present value of total consideration payable at the inception of the lease terms of the Tenancy Agreement in accordance with HKFRS 16.

INFORMATION OF THE LANDLORD

The Landlord is a merchant. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Landlord is an Independent Third Party.

REASONS FOR ENTERING INTO THE TENANCY AGREEMENT

The Group is principally engaged in money lending business, financial instruments and quoted shares investment, retail and wholesale business in Hong Kong.

The Premises will be used for the operation of a retail shop under the trade name of “Q Foods Mall”. The aggregate rentals payable under the Tenancy Agreement were arrived after arm’s

length negotiation between the parties to the Tenancy Agreement and determined with reference to, amongst other things, the current market rent payable for property similar to the subject property and of comparable utility. The Board is of the view that the abovementioned rentals are fair, reasonable and in line with the market level, and the entry into the Tenancy Agreement is in the interests of the Group and its Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios under Rule 19.07 of the GEM Listing Rules in respect of the aggregated value of the right-of-use asset under the Tenancy Agreement are more than 5% but less than 25%, the transaction contemplated thereunder constitutes a discloseable transaction on the part of the Company and is subject to the reporting and announcement requirements but is exempted from the circular and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Company”	Wisdomcome Group Holdings Limited (Stock code: 8079), a company continued in Bermuda with limited liability, the Shares are listed on GEM
“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 GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS 16”	Hong Kong Financial Reporting Standard 16 “Leases” which include standards and interpretations promulgated by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and any of its connected persons (having the meaning ascribed to it under the GEM Listing Rules)
“Landlord”	Ms. Kam Ha Ping

“Premises”	Shop B, G/F, Thompson Building, Nos. 93-103 Thomson Road, Wanchai, Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenancy Agreement”	the tenancy agreement dated 2 September 2024 entered into between the Landlord and the Tenant in relation to the lease of the Premises and related documents
“Tenant”	Long Rich Limited, a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of the Company
“%”	per cent

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

Hong Kong, 3 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.