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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)**

**COMPLETION OF  
SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

References are made to the announcements of Wisdomcome Group Holdings Limited (the “**Company**”) dated 5 September 2024, 6 September 2024 and 12 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.

**COMPLETION OF THE SUBSCRIPTION**

The Board is pleased to announce that the conditions precedent set out in the Subscription Agreements (as amended and supplemented by the supplemental subscription agreements dated 6 September 2024) have been fulfilled and the Completion took place on 4 October 2024 in accordance with the terms and conditions thereto.

The Company successfully allotted and issued a total of 103,700,000 Subscription Shares to the Subscribers. The gross proceeds and net proceeds from the Subscription are approximately HK\$2,177,700 and approximately HK\$2.1 million, respectively. The Company intends to apply the net proceeds from the Subscription for general working capital of the Group.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company (i) immediately prior to the Completion; and (ii) immediately after the Completion:

|  | Immediately prior to the<br>Completion |                                       | Immediately after the<br>Completion |                                       |
|--|--|---------------------------------------|-------------------------------------|---------------------------------------|
|  | <i>Number of<br/>Shares</i>            | <i>Approximate<br/>percentage (%)</i> | <i>Number of<br/>Shares</i>         | <i>Approximate<br/>percentage (%)</i> |
| <b>Shareholders</b>                        |  |                                       |                                     |                                       |
| Best Richest ( <i>Note 1</i> )             | 181,196,866                            | 34.94                                 | 181,196,866                         | 29.12                                 |
| Mr. Cheng Sai Chit, Luke ( <i>Note 2</i> ) | 79,050,000                             | 15.24                                 | 79,050,000                          | 12.70                                 |
| Subscriber A                               | –                                      | –                                     | 24,700,000                          | 3.97                                  |
| Subscriber B                               | 2,675,000                              | 0.52                                  | 25,675,000                          | 4.13                                  |
| Subscriber C                               | 3,340,000                              | 0.64                                  | 23,340,000                          | 3.75                                  |
| Subscriber D                               | –                                      | –                                     | 20,000,000                          | 3.21                                  |
| Subscriber E                               | –                                      | –                                     | 9,000,000                           | 1.45                                  |
| Subscriber F                               | –                                      | –                                     | 7,000,000                           | 1.12                                  |
| Public shareholders                        | <u>252,382,165</u>                     | <u>48.66</u>                          | <u>252,382,165</u>                  | <u>40.55</u>                          |
|  | <u><u>518,644,031</u></u>              | <u><u>100</u></u>                     | <u><u>622,344,031</u></u>           | <u><u>100</u></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.

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

Hong Kong, 4 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](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).*