
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this 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 circular and the accompanying 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.

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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)

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES; RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (“**AGM**”) to be held at Units 3-9, 10/F, Fook Hong Industrial Building, 19 Sheung Yuet Road, Kowloon Bay, Hong Kong on Friday, 22 September 2023 at 4:30 p.m. is set out on Pages 14 to 17 of this circular.

Whether or not you are able to attend the AGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company, Tricor Standard Limited, 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 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 circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its posting and on the Company’s website at www.ecrepay.com.

22 August 2023

CHARACTERISTICS OF THE GEM

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

In this 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, 22 September 2023 at 4:30 p.m., a notice of which is set out on pages 14 to 17 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Close Associate(s)”	has the meaning as defined under the GEM Listing Rules
“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
“Core Connected Person”	has the meaning given in the GEM Listing Rules
“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
“General Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of the issued Shares as at the date of passing of the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 August 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase the Shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“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
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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:

Mr. Chan Yan Tak
Mr. Lim Ming Shing, Tony
Ms. Siu Yeuk Hung, Clara
Mr. Law Ka Kei

Registered office:

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

Independent non-executive Directors:

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

*Head office and principal place of
Business in Hong Kong:*

Unit 02, 11/F, Eastmark
21 Sheung Yuet Road
Kowloon Bay
Kowloon, Hong Kong

22 August 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the forthcoming AGM to be held at Units 3-9, 10/F, Fook Hong Industrial Building, 19 Sheung Yuet Road, Kowloon Bay, Hong Kong on Friday, 22 September 2023 at 4:30 p.m. to (a) grant to the Directors general mandates to repurchase and issue Shares of the Company; and (b) to re-elect the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the GEM Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the GEM Listing Rules to be included in this circular is set out in Appendix I.

GENERAL MANDATE

The Company has in issue an aggregate of 518,644,031 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 103,728,806 Shares, representing 20% of the total number of issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM. In addition, it is further proposed, by way of a separate ordinary resolution that the General Mandate be extended so that the Directors be given a general mandate to issue further Shares repurchased under the Repurchase Mandate. Any issue of new Shares of the Company is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

The Directors have no present intention to allot and issue new Shares under the General Mandate.

REPURCHASE MANDATE

At the AGM, an ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase Shares up to a maximum of 51,864,403 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the relevant resolution.

In addition, if the resolution to authorize the repurchase of shares is passed, an ordinary resolution will be proposed at the AGM providing that any Shares repurchased (up to a maximum of 10% of the issued Shares as at the date of the grant to the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the General Mandate.

LETTER FROM THE BOARD

An explanatory statement required by the GEM Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase the Company's shares is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Bye-laws 99, Mr. Law Ka Kei and Ms. Siu Yeuk Hung Clara will retire as executive Directors and Mr. To Kwan and Ms. Ho Sau Ping, Pia will retire as independent non-executive Directors respectively at the AGM and being eligible, will offer themselves for re-election to the respective office.

To enable Shareholders to make an informed decision on the re-election of these retiring Directors, the biographical details of each of the retiring Directors, as required under Chapter 17 of the GEM Listing Rules, are set out in Appendix II to this circular for information of the Shareholders.

RESPONSIBILITY STATEMENT

This 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 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 circular misleading.

ACTION TO BE TAKEN

Notice of the AGM is set out on pages 14 to 17 to this circular. A proxy form for appointing proxy is despatched with this circular and published on the GEM website (www.hkgem.com) and the Company's website (www.ecrepay.com). Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the Company's Branch Registrar, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of a proxy form will not preclude you from attending and voting at the meeting and any adjourned meeting if you so wish.

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.

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, 18 September 2023 to Friday, 22 September 2023, 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 Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 15 September 2023.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the granting of the General Mandate and Repurchase Mandate to the Directors to issue shares and to repurchase shares of the Company and re-election of the retiring Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

Yours faithfully,
For and on behalf of the Board
Wisdomcome Group Holdings Limited
Chan Yan Tak
Chairman

This is an explanatory statement given to all Shareholders of the Company relating to the resolutions to be proposed at the AGM authorising the Repurchase Mandate. It contains all the relevant information required pursuant to Rule 13.08 of the GEM Listing Rules which is set out as follows:

1. SHARE CAPITAL

On 17 August 2023, being the Latest Practicable Date, prior to the printing of this circular, there was a total of 518,644,031 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 51,864,403 Shares, representing 10% of the total number of issued shares of the Company as at the date of the AGM.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Annual Report for the year ended 31 March 2023) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the GEM of the Stock Exchange during each of the twelve months preceding the Latest Practicable Date:-

Month	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
September	0.200	0.131
October	0.154	0.124
November	0.182	0.130
December	0.190	0.144
2023		
January	0.188	0.158
February	0.210	0.166
March	0.180	0.163
April	0.178	0.158
May	0.189	0.157
June	0.180	0.138
July	0.142	0.068
August (up to the Latest Practicable Date)	0.084	0.048

5. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase of the Share pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following persons were interested in 10% or more of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and there is no change in the number of Shares held by them after the Repurchase Mandate is exercised, the interest of such persons will be increased to approximately the percentage set out in the last column as follows:

Name of Shareholder	Number of Shares held	Approximate percentage of shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Best Richest Management Company Limited (<i>note</i>)	181,196,866	34.94%	38.82%

Note: Mr. Chan Yan Tak, the Chairman of the Company, is the sole director and shareholder of Best Richest Management Company Limited.

In the opinion of the Directors, if the Repurchase Mandate were exercised in full, the above shareholder would be obliged to make a mandatory offer to shareholder under Rules 26 and 32 of the Takeover Code. The Directors have no intention to exercise the Repurchase Mandate to such extent that will result to make a mandatory offer under the Takeovers Code. The Directors have also no intention to exercise the Repurchase Mandate to such an extent that will result in the number of shares of the Company in the hands of public falling below the prescribed minimum percentage of 25%.

The Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

7. DISCLOSURE OF INTERESTS AND UNDERTAKING OF THE DIRECTORS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Bye-laws and the applicable laws of Bermuda.

The Company has not been notified by any core connected person (as defined in the GEM Listing Rules) that such a person has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders to the Board.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The following Directors are proposed to be re-elected at the AGM:

1. **Ms. Siu Yeuk Hung, Clara, Executive Director**

Ms. Siu Yeuk Hung, Clara (“**Ms. Siu**”), aged 58, joined the Company on 9 August 2017 and being a director of all subsidiaries of the Company. Ms. Siu has extensive experience in marketing and business development. Prior to joining the Company, Ms. Siu has worked in a company listed on The Stock Exchange of Hong Kong Limited, responsible for the marketing and business development since 2006.

Save as disclosed, Ms. Siu also does not hold any other positions with the Company and other members of the Company’s group and she does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (“**GEM Listing Rules**”)) of the Company.

Ms. Siu has not held any directorships in any other public companies in the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Ms. Siu does not hold any interest, 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).

Ms. Siu has entered into a service contract with the Company and the service contract shall be renewed automatically after a year unless and until terminated by not less than three months’ notice in writing served by either party on the other and also subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Ms. Siu is entitled to a monthly remuneration of HK\$61,750 and a discretionary bonus as determined by the remuneration committee of the Company with reference to her duties and performance and the operating results of the Company. The remuneration of Ms. Siu was fixed with reference to her duties and responsibilities with the Company as well as the Company’s remuneration policy. There is no other matters which need to be brought to the attention of the Company’s shareholders.

2. **Mr. Law Ka Kei, Executive Director**

Mr. Law Ka Kei (“**Mr. Law**”), aged 46, currently is a director of all subsidiaries of the Company. Mr. Law joined the Group as the General Manager of People’s Market in 2012. Mr. Law has over 18 years of retail chain management experience. Mr. Law obtained a Degree of Business Administration from Lingnan University, Hong Kong.

Mr. Law (i) was not connected and has no relationship with any existing or proposed directors, senior management, substantial shareholders, or controlling shareholders of the Company; and (ii) 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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Law does not hold any interest, 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).

Mr. Law has entered into a service contract with the Company and the service contract shall be renewed automatically after a year unless and until terminated by not less than three months' notice in writing served by either party on the other and also subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Mr. Law is entitled to receive a monthly remuneration of HK\$60,000 and a discretionary bonus as determined by the remuneration committee of the Company with reference to the duties and responsibilities undertaken by him as a director of the Company.

3. **Mr. To Kwan, Independent Non-executive Director**

Mr. To Kwan (“**Mr. To**”), aged 48, joined the Company on 1 November 2022. Mr. To is a member of Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. To holds a bachelor degree in commerce from The University of Melbourne, Australia. Mr. To is an executive director of China Uptown Group Company Limited (a company listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); stock code: 2330). Mr. To was an executive director of Sino Union Energy Investment Group Limited (“**Sino Union**”) (now known as Yanchang Petroleum International Limited) (a company listed on the main board of Stock Exchange; stock code: 346) during April 2012 to August 2014 and the chief financial officer of Sino Union during December 2009 to March 2012. He was also the chief financial officer of Hoifu Petroleum Group Limited (now known as Wisdom Wealth Resources Investment Holding Group Limited) (a company listed on the main board of the Stock Exchange; stock code: 007) during May 2012 to April 2014, the chief accountant and financial controller of China Oil and Gas Group Limited (a company listed on the main board of the Stock Exchange; stock code: 603) during September 2004 to December 2008 and the chief financial officer of Tem Fat Hing Fung (Holdings) Limited (now known as China Daye Non-Ferrous Metals Mining Limited) (a company listed on the main board of the Stock Exchange; stock code: 661) during December 2002 to May 2004. He has over 20 years of experience in accounting, corporate finance, merger and acquisition and corporate governance. He is a member of the CPA Australia.

Mr. To (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; and (iv) 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 Mr. To, his initial term of service shall be three years and shall continue thereafter unless and until terminated by three months' notice in writing served by either party. Mr. To shall be entitled to receive a director's fee of HK\$100,000 per annum which is determined by the Board by reference to the duties and responsibilities undertaken by him as a director of the Company. Mr. To will be subject to retirement by rotation at least once every three years at the annual general meetings of the Company since his last re-election.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

4. **Ms. Ho Sau Ping, Pia, Independent Non-executive Director**

Ms. Ho Sau Ping, Pia (“**Ms. Ho**”), aged 64, joined the Company on 16 January 2023. Ms. Ho is a member of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Ms. Ho has been a senior media company officer, and has been engaged in executive management of media content and broadcast programme activities, as well as philanthropy and operational management of social and cultural enterprises, for over 14 years.

Ms. Ho was formerly Creative Director and Producer at Hong Kong Commercial Broadcasting Company Limited, one of Hong Kong’s major broadcasting companies. She is a co-founding member of international theatre company Zuni Icosahedron, that has managed events in over than 30 cities, is a venue partner of the Hong Kong Cultural Centre, and is one of the major Hong Kong government-supported professional performing arts groups.

Ms. Ho (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; and (iv) 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. Ho, her initial term of service shall be three years and shall continue thereafter unless and until terminated by three months’ notice in writing served by either party. Ms. Ho shall be entitled to receive a director’s fee of HK\$100,000 per annum which is determined by the Board by reference to the duties and responsibilities undertaken by her as a director of the Company. Ms. Ho 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.

Save as disclosed above, the Company is not aware of any other matters in relation to Ms. Siu Yeuk Hung Clara, Mr. Law Ka Kei, Mr. To Kwan and Ms. Ho Sau Ping, Pia that are required to be disclosed pursuant to the GEM Listing Rules 17.50(2)(h) to rule 17.50(2)(v) or any matters that need to be brought to the attention of the holders of securities of the Company in relation to re-election of Ms. Siu Yeuk Hung Clara and Mr. Law Ka Kei as executive Directors, Mr. To Kwan and Ms. Ho Sau Ping, Pia as independent non-executive Directors.

NOTICE OF ANNUAL GENERAL MEETING



仍志集團控股有限公司 WISDOMCOME GROUP HOLDINGS LIMITED

(Continued in Bermuda with limited liability)

(Stock Code: 8079)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (the “**Meeting**”) of Wisdomcome Group Holdings Limited (the “**Company**”) will be held at Units 3-9, 10/F, Fook Hong Industrial Building, 19 Sheung Yuet Road, Kowloon Bay, Hong Kong on Friday, 22 September 2023 at 4:30 p.m. for the purposes of considering and, if thought fit, passing with or without modification, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements of the Company and the reports of the Directors and auditors for the year ended 31 March 2023.
2. To re-elect the following retiring directors and to authorize the Board of Directors to fix the remuneration of the directors.
 - (a) Ms. Siu Yeuk Hung, Clara as Executive Director;
 - (b) Mr. Law Ka Kei as Executive Director;
 - (c) Mr. To Kwan as independent non-executive Director; and
 - (d) Ms. Ho Sau Ping, Pia as independent non-executive Director.
3. To appoint CL Partners CPA Limited as the auditors of the Company and authorize the Board to fix their remuneration.
4. **“THAT**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any Share Option Scheme (as hereinafter defined) of the Company; (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or warrants to subscribe for shares of the Company; or (iv) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Bye-laws of the Company, shall not exceed 20 per cent. of the issued share capital of the Company as at the date of passing of this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company); and

“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person of shares or rights to acquire shares of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on the GEM of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (“**the Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the number of shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the total number of issued shares of the Company as at the date of passing of this resolution; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”

6. “**THAT**

conditional upon the passing of Ordinary Resolutions 4 and 5 as set out in the notice convening this Meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company pursuant to Ordinary Resolution 4 set out in the notice convening this Meeting be and is hereby extended by the addition thereto the number of shares repurchased by the Company under the authority granted pursuant to Ordinary Resolution 5 set out in the notice convening this Meeting provided that such amount shall not exceed 10 per cent. of the total number of issued shares of the Company as at the date of passing of this resolution.”

On behalf of the Board
Wisdomcome Group Holdings Limited
Chan Yan Tak
Chairman

Hong Kong, 22 August 2023

NOTICE OF ANNUAL GENERAL MEETING

Principal Place of Business:

Unit 02, 11/F, Eastmark
21 Sheung Yuet Road
Kowloon Bay, Kowloon
Hong Kong

Notes:

1. A 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 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 Standard 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 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 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 notice are Mr. Chan Yan Tak, Mr. Lim Ming Shing, Tony, Ms. Siu Yeuk Hung, Clara and Mr. Law Ka Kei, being executive Directors, Mr. Lee King Fui, Mr. Joseph Rodrick Law, Mr. To Kwan and Ms. Ho Sau Ping, Pia, being independent non-executive Directors.