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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)

**DISCLOSEABLE AND CONNECTED TRANSACTION
PROVISION OF FINANCIAL ASSISTANCE**

On 29 August 2023, the Lender entered into a Loan Agreement with the Borrower, pursuant to which the Lender agreed to grant a secured loan in amount of HK7,200,000 (the “Loan Amount”) to the Borrower.

The beneficiary owner of the Borrower is Mr. Li Tsz Lok, who is the nephew of Mr. Chan Yan Tak, the chairman, executive director and the controlling shareholder of the Company. Accordingly, the Borrower and its beneficiary owner are regarded as connected persons of the Company under the GEM Listing Rules. Therefore, the entering into of Loan Agreement constitutes connected transaction (as defined under Chapter 20 of the GEM Listing Rules) for the Company.

As each of the applicable percentage ratios set out in Rule 19.06 of the GEM Listing Rules with respect to the grant of the Loan Amount is less than 25% and the total consideration (the total value of the financial assistance plus any monetary advantage to the connected person or commonly held entity) is also less than HK\$10,000,000, the entering into of Loan Agreement is subject to reporting and announcement but exempted from independent shareholders’ approval requirements under Rule 20.74(2) of the GEM Listing Rules. Accordingly, Mr. Chan Yan Tak is required to abstain from voting in favour of the resolution(s) approving the Loan Agreement.

As one of the relevant applicable percentage ratios set out in Rule 19.06 of the GEM Listing Rules with respect to the grant of the Loan Amount exceeds 5% but not more than 25%, the provision of financial assistance constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the notification and announcement requirements under the GEM Listing Rules.

LOAN AGREEMENT

Date : 29 August 2023

Lender : Yvonne Credit Service Company Limited, being a subsidiary of the Company

Borrower : Billion Dollar Cooperation Limited

Loan amount : HK\$7,200,000

Interest	:	10% per annum
Loan Period	:	21 months expiring on 28 May 2025 or such later date to be agreed between the Lender and the Borrower
Repayment	:	The Borrower shall repay the interest for 1st to 6th instalments on a monthly basis and repay the principal in equal shares and interest for 7th to 21st instalments on a monthly basis
Security	:	One Mercedes-Benz antique vehicle manufactured in 1973 with valuation of approximately HK\$14.2 million conducted by an independent valuer on 29 August 2023

The Loan Amount granted to the Borrower was funded by internal resources of the Group.

The Lender and the Borrower and its beneficiary owner have not entered into any transactions within the past twelve months that need to be aggregated with the Loan Amount pursuant to Rule 19.22 of the GEM Listing Rules.

INFORMATION OF THE BORROWER AND ITS BENEFICIARY OWNER

The Borrower is a company incorporated in Hong Kong with limited liability, principally engaged in the trading, retail and wholesale business.

The beneficiary owner of the Borrower is Mr. Li Tsz Lok, who is the nephew of Mr. Chan Yan Tak, the chairman, executive director and the controlling shareholder of the Company. Accordingly, the Borrower and its beneficiary owner are regarded as connected persons of the Company under the GEM Listing Rules.

The Loan Amount are secured and carry an interest rate of 10% per annum which was determined with reference to the factors including, among others, (i) the usual practice of the trade comparing to the Group's other clients; and (ii) the rules under section 24 of the Money Lenders Ordinance.

REASONS FOR AND BENEFITS OF THE PROVISION OF FINANCIAL ASSISTANCE

The Group is principally engaged in money lending business, retail and wholesale business, financial instruments and quoted shares investment in Hong Kong. The Lender is a subsidiary of the Company and a money lender licensed in Hong Kong under the provisions of the Money Lenders Ordinance. The terms of the Loan Agreement are negotiated on an arm's length basis between the Lender and the Borrower.

The Directors (including the independent non-executive Directors) are of the view that entering into of the Loan Agreement is in the Group's ordinary and usual course of business; and on normal commercial terms within the meaning of the GEM Listing Rules. The Directors (including the independent non-executive Directors) consider that the terms of the Loan Agreement are fair and reasonable and entering into the Loan Agreement is in the interests of the Company and the Shareholders as a whole.

GENERAL

The beneficiary owner of the Borrower is Mr. Li Tsz Lok, who is the nephew of Mr. Chan Yan Tak, the chairman, executive director and the controlling shareholder of the Company. Accordingly, the Borrower and its beneficiary owner are regarded as connected persons of the Company under the GEM Listing Rules. Therefore, the entering into of Loan Agreement constitutes connected transaction (as defined under Chapter 20 of the GEM Listing Rules) for the Company. As each of the applicable percentage ratios set out in Rule 19.06 of the GEM Listing Rules with respect to the grant of the Loan Amount is less than 25% and the total consideration (the total value of the financial assistance plus any monetary advantage to the connected person or commonly held entity) is also less than HK\$10,000,000, the entering into of Loan Agreement is subject to reporting and announcement but exempted from independent shareholders' approval requirements under Rule 20.74(2) of the GEM Listing Rules. Accordingly, Mr. Chan Yan Tak is required to abstain from voting in favour of the resolution(s) approving the Loan Agreement.

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DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Borrower”	Billion Dollar Cooperation Limited, a company incorporated in Hong Kong with limited liability
“Company”	Wisdomcome Group Holdings Limited (Stock code: 8079), a company continued in Bermuda with limited liability, the Shares of which 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 dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	person(s) who or company(ies) together with its/their ultimate beneficial owner(s) which is/are third party(ies) independent of the Company and its connected person(s) (as defined under the GEM Listing Rules)
“Lender”	Yvonne Credit Service Company Limited, being a subsidiary of the Company

"Loan Agreement"	The agreement dated 29 August 2023 entered into between the Lender and the Borrower
"Money Lenders Ordinance"	the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as amended, supplemented or otherwise modified 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
"%"	per cent.

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

Hong Kong, 29 August 2023

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, Mr. To Kwan and Ms. Ho Sau Ping Pia 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.