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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)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 29 NOVEMBER 2023**

The Board is pleased to announce that the Resolution as set out in the Notice was duly passed by the Independent Shareholders by way of poll at the SGM held on Wednesday, 29 November 2023.

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of Wisdomcome Group Holdings Limited (the “**Company**”) both dated 9 November 2023 in relation to, among other things, the Rights Issue. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the ordinary resolution (the “**Resolution**”) as set out in the Notice was duly passed by the Independent Shareholders by way of poll at the SGM held on Wednesday, 29 November 2023.

In accordance with the requirements of Rule 10.29(1) of the GEM Listing Rules, any controlling shareholder and their respective associates or where there is no controlling shareholder, the Directors (excluding independent non-executive Directors), the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution(s) relating to the Rights Issue.

As at the date of the SGM, the total number of issued Shares was 518,644,031, of which 181,196,866 Shares, representing approximately 34.94% of the issued share capital of the Company, were held by Best Richest Management Company Limited, which is wholly and beneficially owned by Mr. Chan Yan Tak, being the chairman of the Board, an executive Director and a controlling Shareholder. Accordingly, Mr. Chan Yan Tak and his associates are required to abstain from voting in favour of the resolution(s) approving the Rights Issue at the SGM.

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, there was no Share entitling any Shareholders to attend and abstain from voting in favour of the Resolution at the SGM as set out in Rule 17.47A of the GEM Listing Rules and no Shareholder was required under the GEM Listing Rules to abstain from voting on the Resolution at the SGM. None of the Shareholders and Independent Shareholders had indicated in the Circular their intention to vote against or to abstain from voting on the Resolution at the SGM. Accordingly, there were (i) 337,447,165 Shares, representing approximately 65.06% of the issued share capital of the Company, entitling the Independent Shareholders to attend and vote on the Resolution at the SGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer for the purpose of vote-taking at the SGM. The Directors, namely, Mr. Lim Ming Shing, Tony, Ms. Siu Yeuk Hung, Clara, Mr. Law Ka Kei and Mr. Cheung Leung attended the SGM in person, while Mr. Chan Yan Tak, Mr. Lee King Fui, Mr. Joseph Rodrick Law and Ms. Ho Sau Ping, Pia were present at the SGM by electronic means.

The poll results in respect of the Resolution at the SGM were as follows:

ORDINARY RESOLUTION <i>(Note)</i>		Number of votes (Approximate %)	
		For	Against
1.	to approve the proposed Rights Issue, the Underwriting Agreement, the Supplemental Underwriting Agreement and the transactions contemplated thereunder, details of which are set out in the notice convening the Meeting dated 9 November 2023	122,441,620 (100%)	0 (0%)

Note: Please refer to the Notice for full text of the Resolution.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution were duly passed as ordinary resolution by way of poll at the SGM.

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

Hong Kong, 29 November 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, 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.