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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)**

**INSIDE INFORMATION  
AND  
RESUMPTION OF TRADING**

This announcement is made by Wisdomcome Group Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) made by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

**APPOINTMENT OF RECEIVER IN RESPECT OF CERTAIN SHARES OF THE COMPANY**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby informs the shareholders of the Company (the “**Shareholders**”) and the potential investors that on 1 December 2023, the Board has been informed by the controlling shareholder of the Company, Mr. Chan Yan Tak (“**Mr. Chan**”) that he has received a letter dated on the same date that Mr. Osman Mohammed Arab and Mr. Lai Wing Lun of Acclime Corporate Advisory (Hong Kong) Limited (the “**Receivers**”) have been appointed as the joint and several receivers over 181,196,866 ordinary shares of the Company held by Best Richest Management Company Limited (“**Best Richest**”) and 43,000,000 ordinary shares of the Company held by Mr. Cheng Sai Chit Luke (“**Mr. Cheng**”, together with Best Richest, the “**Chargors**”) (collectively, the “**Charged Shares**”), which in total represents approximately 43.23% of the total issued shares of the Company as at the date of this announcement.

The Charged Shares were charged in favour of Toprich Elite Limited (the “**Appointer**”) as security for loans made available by the Appointer to Mr. Chan (the “**Loans**”).

As at the date of this announcement, among the Charged Shares, 181,196,866 ordinary shares of the Company are held by Best Richest and 43,000,000 ordinary shares of the Company are held by Mr. Cheng, which in total represents approximately 43.23% of the total issued shares of the Company.

According to Mr. Chan, he is in active discussions and negotiations with the Appointer in respect of the settlement of the Loans and to terminate the appointment of the Receivers over the Charged Shares (the “**Potential Settlement**”). To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, the Receivers are neither actively looking for a potential purchaser for the Charged Shares, nor already in discussion with a potential purchaser over the Charged Shares currently.

In light of the above, according to the Practice Note 24 issued by the Securities and Futures Commission on 18 November 2022, the Company is not required to publish an announcement pursuant to the Rule 3.7 of the Codes on Takeovers and Mergers and Share Buy-backs.

## **EFFECTS ON THE PROPOSED RIGHTS ISSUE**

References are made to the announcements of the Company dated 15 August 2023, 5 September 2023, 19 September 2023, 17 October 2023 and 6 November 2023 (the “**Announcements**”) and the circular of the Company dated 9 November 2023 (the “**Circular**”), in relation to, among other matters, the proposed Rights Issue of the Company. Unless otherwise defined in this announcement, capitalized terms used in this section headed “EFFECTS ON THE PROPOSED RIGHTS ISSUE” should have the same meanings as those defined in the Circular.

As stated in the Announcements and Circular, the Rights Issue is subject to the satisfaction of certain conditions including the Irrevocable Undertaking by Best Richest. Please refer to the section headed “Conditions of the Rights Issue” in the Circular. Pursuant to the Irrevocable Undertaking, Best Richest has undertaken to the Company, (i) it will subscribe, or procure its nominee(s) to subscribe, for 543,590,598 Rights Shares which comprise the full acceptance of its provisional entitlement in respect of the 181,196,866 Shares beneficially held by it; and (ii) it will not dispose of 181,196,866 Shares comprising the current shareholding in the Company owned by Best Richest, and such 181,196,866 Shares will remain beneficially owned by it up to and including the date on which completion of the Rights Issue takes place or the date on which the Company announces that the Rights issue will not proceed, whichever is earlier.

According to the Receivers' letter, given that the entire shareholding of Chargors in the Company has been enforced by the Appointer and is currently in the possession of the Receivers, one of the conditions of the Rights Issue, being the Irrevocable Undertaking by Best Richest to subscribe for Rights Shares, may not be able to be fulfilled. The Underwriter does not consider any action is required on their part as the underwriter. On 29 November 2023, condition (a) as set out in the section headed "Conditions of the Rights Issue" of the Circular has been fulfilled. The Company shall use all reasonable endeavours to procure the fulfillment or waiver of all the conditions to the Rights Issue by the Latest Time for Termination. The Company will continue to monitor and assess the effect thereof. Further announcement(s) will be made by the Company on the development on this matter as and when appropriate, and in any event, no later than the Latest Time for Termination of the Rights Issue. The Rights Issue is to proceed on the terms and conditions as disclosed in the Circular and as approved by the Independent Shareholders on 29 November 2023.

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended from 9:00 a.m. on 4 December 2023, pending the issue of this announcement.

Application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on 6 December 2023.

### **Warnings:**

**Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).**

**Shareholders and potential investors of the Company should note that the conditions of the proposed Rights Issue may or may not be fulfilled, and the proposed Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the proposed Rights Issue may or may not proceed.**

By order of the Board  
**WISDOMCOME GROUP HOLDINGS LIMITED**  
**Chan Yan Tak**  
*Chairman and Executive Director*

Hong Kong, 6 December 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](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).*