# 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, 26 September 2025 at 4:30 p.m. is set out on Pages 15 to 18 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 Investor Services 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 "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least seven days from the date of its posting and on the Company's website at www.ecrepay.com.*

28 August 2025

# 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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*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, 26 September 2025 at 4:30 p.m., a notice of which is set out on pages 15 to 18 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" | GEM operated by the Stock Exchange |
| "GEM Listing Rules" | the rules governing the listing of securities on GEM made by the Stock Exchange from time to time |
| "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 PRC |
| "Latest Practicable Date" | 25 August 2025, 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 |

| | |
|---|---|
| "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" | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time |
| "Share(s)" | ordinary share(s) of HK$0.01 each in the share capital of the Company |
| "Shareholder(s)" | the holder(s) of the Shares |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Takeovers Code" | The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong |
| "HK$" | Hong Kong dollar, the lawful currency of Hong Kong |
| "%" | per cent. |

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

*Independent non-executive Directors:*
Mr. Lee King Fui
Mr. Joseph Rodrick Law
Ms. Ho Sau Ping, Pia

*Registered office:*
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

*Head office and principal place of Business in Hong Kong:*
Unit 502, 5/F, Eastmark
21 Sheung Yuet Road
Kowloon Bay
Kowloon, Hong Kong

28 August 2025

*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, 26 September 2025 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.

## 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 31,117,201 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 6,223,440 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 3,111,720 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.

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. Chan Yan Tak and Mr. Lim Ming Shing, Tony will retire as executive Directors and Mr. Joseph Rodrick Law will retire as independent non-executive Director 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 15 to 18 to this circular. A proxy form for appointing proxy is despatched with this circular and published on the website of the Stock Exchange (www.hkexnews.hk) 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 Investor Services 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, 22 September 2025 to Friday, 26 September 2025, 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 September 2025.

## 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 25 August 2025, being the Latest Practicable Date, prior to the printing of this circular, there was a total of 31,117,201 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 3,111,720 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 2025) 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** | **Lowest** |
| | *HK$* | *HK$* |
| **2024** | | |
| September | 0.640 | 0.440 |
| October | 0.860 | 0.460 |
| November | 0.560 | 0.340 |
| December | 0.420 | 0.340 |
| **2025** | | |
| January | 0.450 | 0.400 |
| February | 0.405 | 0.385 |
| March | 0.410 | 0.400 |
| April | 0.360 | 0.300 |
| May | 0.400 | 0.360 |
| June | 0.430 | 0.365 |
| July | 0.600 | 0.390 |
| August (up to the Latest Practicable Date) | 0.600 | 0.445 |

## 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 |
|---|---|---|---|
| Mr. Chan Tsz Hong | 7,939,843 | 25.52% | 28.35% |
| Mr. Cheng Sai Chit, Luke *(Note 1)* | 3,952,500 | 12.70% | 14.11% |

*Note:*

1. Mr. Cheng Sai Chit, Luke is the brother-in-law of both Mr. Chan Yan Tak and Mr. Lim Ming Shing, Tony, both are the executive directors of the Company.

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.

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

**1. Mr. Chan Yan Tak ("Mr. Chan"), Chairman and Executive Director**

Mr. Chan Yan Tak, aged 56, joined the Company on 22 July 2022. Mr. Chan is the Chairman and the Controlling Shareholder of the Company. Mr. Chan is the chairman of the Nomination Committee and a member of Remuneration Committee of the Company.

Mr. Chan is the chairman and chief executive officer of Wisdomcome Group Limited. The group engaged in different businesses including, health food supplements and pharmaceutical trading business as well as property investment and development. Mr. Chan was the chairman of the board of directors of Shunten International (Holdings) Limited, a company the shares of which are listed on The Stock Exchange of Hong Kong Limited until 1 April 2019. Mr. Chan has acted as the honorary president of the Federation of Beauty Industry (H.K.). He has been a member of the Association of Hong Kong and Kowloon Practitioners of Chinese Medicine Limited since 2004 and was then appointed as the advisor of the abovementioned association in 2008. Mr. Chan is currently a director of Yan Oi Tong and a founding member of Affectionate World Charitable Foundation Limited (人間有情慈善基金有限公司) since May 2017, both are registered non-profit making charitable organisations.

Mr. Chan was adjudged bankrupt by virtue of the bankruptcy order made by the High Court of Hong Kong on 19 January 2000 as a result of the bankruptcy petitions made by a creditor against him on 25 October 1999 for his default in repayment of a loan granted by the creditor to Mr. Chan and his spouse (the liability of them in respect of the loan being joint and several). By the expiration of four years since his bankruptcy order, Mr. Chan was discharged from bankruptcy on 19 January 2004 pursuant to section 30A of Bankruptcy Ordinance (Chapter 6, the Laws of Hong Kong) and a Certificate of Discharge was made by the High Court of Hong Kong on 11 March 2004.

Mr. Chan is the brother-in-law of Mr. Lim Ming Shing, Tony, an Executive Director of the Company and Mr. Cheng Sai Chit, Luke, a substantial shareholder of the Company.

Save as disclosed, Mr. Chan also does not hold any other positions with the Company and other members of the Company's group and he does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Mr. Chan 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.

Mr. Chan 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 SFO.

Mr. Chan 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. Chan is entitled to an annual remuneration of HK$1,000 and a discretionary bonus as determined by the remuneration committee of the Company with reference to his duties and performance and the operating results of the Company. The remuneration of Mr. Chan was fixed with reference to his 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. Lim Ming Shing, Tony ("Mr. Lim"), Executive Director**

Mr. Lim Ming Shing, Tony, aged 63, joined the Company on 22 July 2022. Mr. Lim is a member of Nomination Committee and Remuneration Committee of the Company.

Mr. Lim is a senior officer of Wisdomcome Group Limited. The group engaged in different businesses including health food supplements and pharmaceutical trading business as well as property investment and development. From January 2016 to August 2017, he served as director and chief financial officer of Shunten International (Holdings) Limited. Mr. Lim has over 22 years of experience in financial and management accounting. He was awarded a professional diploma in management accountancy from the Hong Kong Polytechnic University (previously known as Hong Kong Polytechnic) in 1985 and he obtained his Master Degree in Business Administration from Heriot-Watt University, United Kingdom in 1999. He is a member of Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountants and Chartered Institute of Management Accountants.

Mr. Lim is the brother-in-law of Mr. Chan, the Chairman and Executive Director of the Company and Mr. Cheng Sai Chit, Luke, a substantial shareholder of the Company.

Save as disclosed, Mr. Lim (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.

Mr. Lim 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 SFO.

Mr. Lim 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. Lim is entitled to receive an annual remuneration of HK$1,000 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. Joseph Rodrick Law ("Mr. Law"), Independent Non-executive Director**

Mr. Joseph Rodrick Law, aged 45, joined the Company on 22 July 2022. He is a member of the Audit Committee, Nomination Committee, and Remuneration Committee of the Company.

Mr. Law is an entrepreneur, investor, bestselling author, visiting professor, and philanthropist. He serves as the Chairman and CEO of J Global Limited, a consultancy firm providing strategic services to private and public companies across multiple regions, including Australia, Hong Kong, Southeast Asia, India, the United States, and Europe.

In addition, Mr. Law is the CEO of Chill Labs Artificial Intelligence Limited and is actively engaged in the startup and technology sectors.

He serves as a mentor for Cyberport and the Tasmu Accelerator Program by the Qatar Government. He is also a member of the Cyberport Investor Network and has served as a judge for JUMPSTARTER, the global pitch competition presented by the Alibaba Entrepreneurs Fund. A prolific writer, Mr. Law is an Amazon.com bestselling author. He has authored two notable books: "The Chill Panda: Dealing with Change in Work and Life" and "Authentic Power and Greatness." He is a contributing writer for Forbes China.

Mr. Law is deeply committed to philanthropy and mental health advocacy. He is the Chairman of the International Association of Mental Health Hong Kong and the CEO of the JC Happiness Charity Foundation.

A strong proponent of the United Nations' Sustainable Development Goals (SDGs) and ESG (Environmental, Social, and Governance) principles, Mr. Law spearheaded the Inner Chill Campaign, which united 16,000 participants to raise awareness for mental health and successfully set a Guinness World Record.

Mr. Law (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 SFO.

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 three months' notice in writing served by either party. Mr. Law 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. Law 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.

Save as disclosed above, the Company is not aware of any other matters in relation to Mr. Chan Yan Tak, Mr. Lim Ming Shing, Tony and Mr. Joseph Rodrick Law that are required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules 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 Mr. Chan Yan Tak and Mr. Lim Ming Shing, Tony as executive Directors, Mr. Joseph Rodrick Law as independent non-executive Directors.

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 2025 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, 26 September 2025 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 2025.

2. To re-elect the following retiring directors and to authorize the Board of Directors to fix the remuneration of the directors.

   (a) Mr. Chan Yan Tak as executive Director;

   (b) Mr. Lim Ming Shing, Tony as executive Director; and

   (c) Mr. Joseph Rodrick Law as independent non-executive Director.

3. To appoint Rongcheng (Hong Kong) CPA Limited (formerly 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;

(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."

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, 25 August 2025

*Principal Place of Business:*
Unit 502, 5/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 Investor Services 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 and Ms. Ho Sau Ping, Pia, being independent non-executive Directors.