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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 TRANSACTION IN RESPECT OF THE TENANCY AGREEMENT FOR LEASING OF OFFICE PREMISES

The Board is pleased to announce that on 17 March 2026, the Company, as tenant, signed the Tenancy Agreement in respect of the tenancy of the Premises for a fixed term of two years commencing from 1 April 2026 and ending on 31 March 2028.

The Tenancy Agreement is subject to the execution by the Landlord. Upon execution by the Landlord, the Tenancy Agreement shall become legally binding on the Landlord and the Company subject to the terms and conditions thereto.

IMPLICATIONS UNDER THE GEM LISTING RULES

In accordance with HKFRS 16, the Company will recognise the unaudited value of the right-of-use asset on its consolidated statement of financial position in connection with the leasing of the Premises under the Tenancy Agreement. Accordingly, the transaction under the Tenancy Agreement will be regarded as an acquisition under the definition of transactions set out in Rule 19.04(1)(a) of the GEM Listing Rules.

As one or more of the applicable percentage ratios under Rule 19.07 of the GEM Listing Rules in respect of the aggregated value of the right-of-use asset under the Tenancy Agreement are more than 5% but less than 25%, the transaction contemplated thereunder constitutes a discloseable transaction on the part of the Company and is subject to the reporting and announcement requirements but is exempted from the circular and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 17 March 2026, the Company, as tenant, signed the Tenancy Agreement in respect of the tenancy of the Premises for a fixed term of two years commencing from 1 April 2026 and ending on 31 March 2028.

The Tenancy Agreement is subject to the execution by the Landlord. Upon execution by the Landlord, the Tenancy Agreement shall become legally binding on the Landlord and the Company subject to the terms and conditions thereto.

THE TENANCY AGREEMENT

Set out below is a summary of the principal terms of the Tenancy Agreement:

Date	:	Signed by the Company on 17 March 2026
Landlord	:	Peak Gain Limited
Tenant	:	Top Euro Limited
Premises	:	Unit 502, 5/F, Eastmark, 21 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong
Term	:	Two years commencing on 1 April 2026 and expiring on 31 March 2028 (both days inclusive)
Usage	:	Use as the office premises of the Group
Monthly Rent	:	HK$45,458.00 (exclusive of government rent, rates, management fees and other service charges)
Management Fee	:	HK$18,070.00 per month
Rent-free Period	:	One month commencing from 1 April 2026 to 30 April 2026
Total aggregate value of consideration payable	:	HK$1,045,534 (exclusive of government rent, rates, management fees and other service charges)

THE RIGHT-OF-USE ASSET

The unaudited value of the right-of-use asset to be recognised by the Company under the terms of the Tenancy Agreement amounts to approximately HK$1.006 million, which is the present value of total consideration payable at the inception of the lease terms of the Tenancy Agreement in accordance with HKFRS 16.

INFORMATION OF THE LANDLORD

The Landlord is a company incorporated in Hong Kong with limited liability and is an investment holding company. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Landlord and its ultimate beneficiary are Independent Third parties.

REASONS FOR ENTERING INTO THE TENANCY AGREEMENT

The Group is principally engaged in money lending business, financial instruments and quoted shares investment, retail and wholesale business in Hong Kong.

The Premises will be used as the principal office of the Group. The aggregate rentals payable under the Tenancy Agreement were arrived after arm's length negotiation between the parties to the Tenancy Agreement and determined with reference to, amongst other things, the current market rent payable for property similar to the subject property and of comparable utility. The Board is of the view that the abovementioned rentals are fair, reasonable and in line with the market level, and the entry into the Tenancy Agreement is in the interests of the Group and its Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios under Rule 19.07 of the GEM Listing Rules in respect of the aggregated value of the right-of-use asset under the Tenancy Agreement are more than 5% but less than 25%, the transaction contemplated thereunder constitutes a discloseable transaction on the part of the Company and is subject to the reporting and announcement requirements but is exempted from the circular and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

"Board"	the board of Directors
"Company"	Wisdomcome Group Holdings Limited (Stock code: 8079), a company continued in Bermuda with limited liability, the Shares 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 dollars, the lawful currency of Hong Kong
"HKFRS 16"	Hong Kong Financial Reporting Standard 16 "Leases" which include standards and interpretations promulgated by the Hong Kong Institute of Certified Public Accountants
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	third party(ies) independent of and not connected with the Company and any of its connected persons (having the meaning ascribed to it under the GEM Listing Rules)
"Landlord"	Peak Gain Limited, a company incorporated in Hong Kong with limited liability
"Premises"	Unit 502, 5/F, Eastmark, 21 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong
"Share(s)"	ordinary share(s) of HK$0.01 each in the capital of the Company
"Shareholders"	holders of the Shares

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Tenancy Agreement"	the tenancy agreement signed by the Company on 17 March 2026 in relation to the tenancy of the Premises, subject to execution by the Landlord
"Tenant"	Top Euro Limited, a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of the Company
"%"	per cent

By Order of the Board
Wisdomcome Group Holdings Limited
Tsui Ka Kin, Kevin
Executive Director

Hong Kong, 17 March 2026

As at the date of this announcement, the board of directors of the Company comprises Mr. Law Ka Kei, Ms. Mo Ka Yan, Mr. Andre Pierre Lajeunesse and Mr. Tsui Ka Kin, Kevin as executive directors; Mr. Lee King Fui, Ms. Ho Sau Ping, Pia and Mr. Ho Tak Yin 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 Stock Exchange 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.