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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)

**DISCLOSABLE TRANSACTION:
ACQUISITION OF 49% IN TARGET COMPANY INVOLVING ISSUE OF
CONSIDERATION SHARES UNDER GENERAL MANDATE**

THE ACQUISITION

On 20 March 2026 (after trading hours), the Company and the Vendor entered into the Sale and Purchase Agreement, pursuant to which the Company has conditionally agreed to purchase, and the Vendor has conditionally agreed to sell the Sale Share at the Consideration of HK\$2,760,000, which shall be settled by way of the issue of the Consideration Shares under the General Mandate.

Details of the Consideration are set out in the paragraph headed “Consideration”.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition, is more than 5% but all of the applicable percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

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The details of the Sale and Purchase Agreement are set out below:

Date: 20 March 2026

Parties: (a) The Purchaser, being the Company, as the purchaser; and
(b) The Vendor, as the vendor.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are Independent Third Parties.

Subject Matter

Pursuant to the Sale and Purchase Agreement, the Purchaser has conditionally agreed to purchase, and the Vendor has conditionally agreed to sell the Sale Share, representing 49% of the total issued share capital of the Target Company as at the date of this announcement.

Consideration

The Consideration shall be HK\$2,760,000, which would be settled by the allotment and issue of 5,520,000 Consideration Shares by the Company at the Issue Price of HK\$0.50 per Consideration Share on the Completion Date to the Vendor (or its designated nominee).

The Consideration was determined by the Vendor and the Company after arm's length negotiations taking into account, among other things, the net asset value of the Target Company, valuation of the Target Company prepared by an independent valuer.

Taking into account the above, the Directors are of the view that the Consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Consideration Shares

5,520,000 Consideration Shares represents (i) approximately 17.74% of the existing issued share capital of the Company; and (ii) approximately 15.07% of the Company's issued share capital as enlarged by the issue of the Consideration Shares (assuming there is no other change in the issued share capital of the Company from the date of this announcement and up to the Completion). The Consideration Shares will be allotted and issued under the General Mandate. The Consideration Shares when allotted and issued shall be credited as fully paid and rank pari passu with all other Shares in issue in the share capital of the Company.

Application will be made by the Company to the Listing Committee for the approval for the listing of, and permission to deal in, the Consideration Shares. The Issue Price of HK\$0.50 per Consideration Share represents:

- (i) a premium of approximately 7.53% to the closing price of HK\$0.465 per Share as quoted on the Stock Exchange on 20 March 2026, being the date of the Sale and Purchase Agreement;
- (ii) a premium of approximately 6.61% to the average closing price per Share as quoted on the Stock Exchange for the last five consecutive full trading days prior to the date of the Sale and Purchase Agreement, being approximately HK\$0.469 per Share;
- (iii) a premium of approximately 0.60% to the average closing price per Share as quoted on the Stock Exchange for the last 30 consecutive full trading days prior to the date of the Sale and Purchase Agreement, being approximately HK\$0.497 per Share;
- (iv) a premium of approximately 8.70% over the average closing price per Share as quoted on the Stock Exchange for the last 60 consecutive full trading days prior to the date of the Sale and Purchase Agreement, being approximately HK\$0.460 per Share; and
- (v) a premium of approximately 7.53% over the average closing price per share as quoted on the Stock Exchange for the last 90 consecutive full trading days prior to the date of the Sale and Purchase Agreement, being approximately HK\$0.465 per Share.

The Company considers the Issue Price, which was determined after arm's length negotiation between the Group and the Vendor, to be fair and reasonable having considered, among other things, (i) that the issue of Consideration Shares as the Consideration would enable the Company to acquire a significant stake of interest in the Target Group without causing an undue burden on the Company's cash flow; (ii) the Issue Price represents a premium over the medium-term average closing price per Share; and (iii) the reasons for and benefits of the Acquisition as described in the paragraph headed "Reasons for and benefits of the Acquisition".

Conditions Precedents

Completion is conditional upon the satisfaction (or waiver, if applicable) of all of the following conditions:

- (a) the completion of due diligence by the Company to the reasonable satisfaction of the Purchaser;
- (b) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Consideration Shares, which has not been revoked as at Completion;
- (c) all the required approvals, authorisations, consents having been obtained from and all the required registrations and filing having been completed with (if applicable) the governmental authorities or regulatory bodies or any relevant third party in connection with the transactions contemplated under the Sale and Purchase Agreement;
- (d) none of the warranties made by the Vendor under and other provisions of the Sale and Purchase Agreement having been breached in any material respect (or, if capable of being remedied, has not been remedied), or (in respect of any of the aforesaid warranties) is misleading or untrue in any material respect.

The Purchaser shall have the right to waive the conditions precedent above (save for the condition (b) which cannot be waived). Save as aforesaid, if the conditions precedent as set out in the Sale and Purchase Agreement have not been fulfilled (or, where applicable, waived by the Purchaser) on or before the Long Stop Date, whichever is earlier (or such other date as the parties may agree in writing), neither the Purchaser nor the Vendor shall be obliged to proceed with Completion.

Completion

Completion shall take place on the Completion Date.

Upon Completion, the Target Company will be owned as to 49% by a wholly-owned subsidiary of the Company. The results and assets and liabilities of the Target Group will not be consolidated with, and accounted for as subsidiaries, in the Company's consolidated financial statements.

INFORMATION OF THE PARTIES INVOLVED

The Target Company is a limited liability company that was incorporated in Hong Kong on 27 July 2023. As at the date of this announcement it is wholly-owned by the Vendor.

The Target Company is principally engaged in wine trading in Hong Kong and China.

Lit Enterprises Limited, the Vendor, is a limited liability company incorporated in Hong Kong and is wholly-owned by TGG Holdings Limited. It is principally engaged in investment holding.

TGG Holdings Limited, a limited liability company incorporated in the British Virgin Islands and is 50% owned by Tsang, Eric Fan Zee, and 50% owned by Li, Nigel Yiu Kee. Both Mr. Tsang and Mr. Li are businessmen who has extensive experience in various sectors, including but not limited to food and beverages outlets, lifestyle products, entertainment-related projects.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Target Company and its ultimate beneficial owners are Independent Third Parties.

Set out below is a summary of the unaudited financial information on the Target Group since the date of incorporation to 11 February 2026:

	Since the date of incorporation to 11 February 2026
	HK\$
Revenue	658,238
Profit before taxation	278,270

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Board believes that the Acquisition is beneficial to the Group's existing business by broadening its retail business and product mix with high-end wines. The specific reasons are as follows:

1. Expansion of product mix and to increase the average order value

The Target Company has established long term business relationship with many wine suppliers and vineyards in Europe. By bringing wines to our retail business, this can help the Group to grow its product mix and offer a premium shopping experience to our customers and which will eventually lead to an increase in average order value to increase our sales.

2. Strengthening the management's experience and China sales network

The Target Company has experience and sales network in China and this can bring synergy into the Group by leveraging the Target Company's management experience and potentially broaden the Group's sales network to attract new customers from China.

By issuing Consideration Shares to the Target Company's shareholders, it ensures the key personnel and management are committed to the success and performance of the enlarged group together. In addition, by settling the Acquisition by shares, the Group can preserve its liquidity and capital to allow for future business opportunities. Furthermore, the issue of Consideration Shares help broaden shareholder base. Overall, the share-based consideration aligns the interests of key management, preserves financial flexibility, and ensures compliance with applicable regulations, thereby supporting the Company's long-term strategic objectives.

Having considered the above reasons, the Directors consider the Acquisition and the settlement of the consideration by issuing Consideration Shares are in line with the overall business strategy of the Group.

The terms of the Acquisition have been arrived at after arm's length negotiations between the parties. The Directors have confirmed that the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better and in the interests of the Company and its Shareholders as a whole.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purposes only, set out below is a summary of the shareholdings in the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the number of the Consideration Shares (assuming that there is no other change in the share capital of the Company):

Shareholders	As at the date of this announcement		Immediately after the allotment and issue of the Consideration Shares	
Chan Tsz Hong	6,092,343	19.58%	6,092,343	16.63%
The Vendor (or its designated nominee)	–	–	5,520,000	15.07%
Other public Shareholders	<u>25,024,858</u>	<u>80.42%</u>	<u>25,024,858</u>	<u>68.30%</u>
Total	<u>31,117,201</u>	<u>100.00%</u>	<u>36,637,201</u>	<u>100.00%</u>

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition, is more than 5% but all of the applicable percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Acquisition”	the proposed acquisition of the 49% issued share capital of the Target Company pursuant to the terms and conditions under the Sale and Purchase Agreement;
“associates”	has the meaning ascribed in the Listing Rules;
“Board”	the board of Directors;
“Company” or “Purchaser”	Wisdomcome Group Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the GEM of the Stock Exchange (stock code: 8079);

“Completion”	completion of the Acquisition pursuant to the terms and conditions of the Sale and Purchase Agreement;
“Completion Date”	the third business day after the Conditions have been fulfilled (or waived);
“Consideration Shares”	an aggregate of 5,520,000 new Shares to be allotted and issued by the Company to the Vendor (or its nominee in accordance with the Sale and Purchase Agreement) at the Issue Price for full settlement of the consideration of the Acquisition;
“Directors”	the directors of the Company;
“GEM”	the GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“General Mandate”	the general mandate granted to the Directors at the annual general meeting held on 26 September 2025 to allot, issue or otherwise deal in up to 6,223,440 additional Shares;
“Group”	the Company and its subsidiaries;
“Independent Third Party(ies)”	an independent third party not connected with the Company and its subsidiaries, their respective directors, chief executives and substantial shareholders and any of their associates within the meaning of the Listing Rules;
“Issue Price”	HK\$0.50 per Consideration Share;
“Last Trading Day”	20 March 2026;
“Long Stop Date”	30 April 2026 or any other date as mutually agreed between the Purchaser and the Seller in writing;
“Sale and Purchase Agreement”	the sale and purchase agreement dated 20 March 2026 entered into between the Company and the Vendor in relation to the Acquisition;
“Sale Shares”	2,940,000 ordinary shares of the Target Company, representing 49% of the issued shares in the Target Company;

“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company;
“Shareholder(s)”	shareholders of the Company;
“Stock Exchange”	the Stock Exchange of Hong Kong Limited;
“Target Company”	Verdes Vine Limited, a limited liability company incorporated in Hong Kong that is wholly-owned by the Vendor as at the date of this announcement;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“Vendor”	Lit Enterprises Limited, a company incorporated in Hong Kong with limited liability. The Vendor is wholly owned by TGG Holdings Limited, and is 50% owned by Tsang, Eric Fan Zee, and 50% owned by Li, Nigel Yiu Kee.

By order of the Board
Wisdomcome Group Holdings Limited
Andre Pierre Lajeunesse
Executive Director

Hong Kong, 20 March 2026

As at the date of this announcement, the Board 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 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, 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 publication and on the website of the Company at www.ecrepay.com.