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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES

Resignation of Independent Non-executive Director

The board of directors (the “**Board**”) of Wisdomcome Group Holdings Limited (the “**Company**”) announces that Mr. Ho Tak Yin (“**Mr. Ho**”) has resigned as independent non-executive director and the member of audit committee (“**Audit Committee**”), remuneration committee (“**Remuneration Committee**”) and nomination committee (“**Nomination Committee**”) of the Company with effect from 1 June 2026 due to devote more time to his business and personal affairs.

Mr. Ho has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board expresses its sincere gratitude to Mr. Ho for his valuable contribution to the Company during his tenure of office.

Appointment of Independent Non-Executive Directors

Following the resignation of Mr. Ho, the Board is pleased to announce that Mr. Pong Chun Yu and Mr. Tsang Wing Yiu will be appointed as independent non-executive directors of the Company with effect from 1 June 2026.

The biographical details of Mr. Pong Chun Yu (“Mr. Pong”) are as follows:

Mr. Pong, aged 48, is fellow member of Hong Kong Institute Certified of Public Accountants. Mr. Pong graduated from Hong Kong Baptist University in 2000 and received a bachelor degree in Business Administration (Accounting).

Mr. Pong was the independent non-executive director of New Amante Group Limited for the period from 22 January 2021 to 1 April 2026 and being appointed as the financial controller of New Amante Group Limited (stock code: 8412) since 1 April 2026.

Mr. Pong was served as the Financial Controller of Sunny Side Up (Never) Limited (a wholly-owned subsidiary of Sun Entertainment Group Limited (stock code: 8082)) from December 2016 to November 2018. Mr. Pong was also the Finance Manager of Television Broadcasts Limited (TVB), a company listed on the Main Board of the Stock Exchange of Hong Kong (stock code: 511).

Pursuant to the appointment with Mr. Pong, his initial term of service shall be one year and shall continue thereafter unless and until terminated by three months’ notice in writing served by either party. Mr. Pong is subject to retirement and re-election at the first annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company and the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Pong is entitled to a director’s fee of HK\$120,000 per annum, which is determined by the Board with reference to the recommendation of the Remuneration Committee of the Company based on his qualifications, experience and the prevailing market conditions.

Mr. Pong (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 or other major appointments and professional qualifications; (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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The biographical details of Mr. Tsang Wing Yiu (“Mr. Tsang”) are as follows:

Mr. Tsang, aged 73, holds a Master of Business Administration (MBA) from Henley Management College, United Kingdom, and is an Associate of The Chartered Institute of Bankers. In addition, Mr. Tsang has earned a Financial Studies Diploma (CIB) with a specialization in Finance for Business Customers and is a Certified Anti-Money Laundering Specialist (CAMS).

With detailed knowledge and experience in credit, financial analysis, risk management, corporate finance, anti-money laundering, asset management and securities dealing, advisory, proprietary trading. Mr. Tsang is well equipped to contribute to the continued growth and success of our Group.

Pursuant to the appointment with Mr. Tsang, his initial term of service shall be one year and shall continue thereafter unless and until terminated by three months’ notice in writing served by either party. Mr. Tsang is subject to retirement and re-election at the first annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company and the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Tsang is entitled to a director’s fee of HK\$120,000 per annum, which is determined by the Board with reference to the recommendation of the Remuneration Committee of the Company based on his qualifications, experience and the prevailing market conditions.

Mr. Tsang (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 or other major appointments and professional qualifications; (iii) was not connected and has no relationship with any existing or proposed directors, senior management, substantial shareholders, or controlling shareholders of the Company; (iv) 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 and (v) 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Each of Mr. Pong and Mr. Tsang have confirmed (i) his independence as regards each of the factors referred to in Rule 5.09(1) to 5.09(8) of the GEM Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the GEM Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

The Board is not aware of any other information in relation to Mr. Pong and Mr. Tsang that is required to be disclosed pursuant to rule 17.50 (2) of the GEM Listing Rules or any other matter that needs to be brought to the attention of shareholders of the Company in relation to Mr. Pong and Mr. Tsang's appointment.

The Board would like to extend its warm welcome to Mr. Pong and Mr. Tsang for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

With effect from 1 June 2026, Mr. Pong has been appointed as the chairman of the audit committee and remuneration committee and a member of nomination committee of the Company.

With effect from 1 June 2026, Mr. Tsang has been appointed as the member of audit committee, remuneration committee and nomination committee of the Company.

COMPLIANCE WITH RULES 5.05(1), 5.05(2), 5.28 AND 5.34 OF THE GEM LISTING RULES

Following the appointment of Mr. Pong and Mr. Tsang as independent non-executive directors and Mr. Pong has been appointed as the chairman of the audit committee and remuneration committee and the member of nomination committee, Mr. Tsang has been appointed as the member of audit committee, remuneration committee and nomination committee, the Company has fulfilled the requirements under Rules 5.05(1), 5.05(2), 5.28 and 5.34 of the GEM Listing Rules.

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

Hong Kong, 1 June 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; Ms. Ho Sau Ping Pia, Mr. Pong Chun Yu and Mr. Tsang Wing Yiu 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.