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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)

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

Reference is made to the announcement of Wisdomcome Group Holdings Limited (the “**Company**”) dated 20 March 2026 and 27 April 2026 (the “**Announcements**”) in relation to the acquisition of 49% interest in the Target Company. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all the condition precedents as set out in the Sale and Purchase Agreement have been fulfilled by the extended Long Stop Date falling on 31 May 2026 as extended and supplemented by the supplemental agreement to the Sale and Purchase Agreement (together with the Sale and Purchase Agreement, the “**Agreements**”) entered into by the Parties on 29 April 2026. Completion took place on 20 May 2026 in accordance with the terms and conditions of the Agreements.

Pursuant to the Agreements, the Consideration Shares, being 5,520,000 shares, have been duly allotted and issued by the Company to the Vendor or its designated nominee at the Issue Price of HK\$0.50 per Consideration Share.

Prior to Completion, the Company has 31,117,201 Shares in issue. The Consideration Shares, i.e. 5,520,000 Shares, represent (i) approximately 17.74% of the existing issued share capital of the Company prior to Completion; and (ii) approximately 15.07% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares immediately upon the Completion.

Following the Completion, the equity interest of the Target Company is held as to 49% by the Company. The results and assets and liabilities of the Target Company will not be consolidated with, and accounted for as subsidiary in the Company's consolidated financial statement.

EFFECT ON SHAREHOLDING STRUCTURE TO THE COMPANY

Accordingly, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, the shareholding structure of the Company immediately before and after the Completion is shown below for reference purpose only:

Shareholders	Immediately before Completion		Immediately after Completion	
	Number of shares	%	Number of shares	%
Chan Tsz Hong	6,092,343	19.58%	6,092,343	16.63%
TGG Holdings Limited	2,815,000	9.05%	2,815,000	7.68% ^(note)
The Vendor (or its designated nominee)	–	–	5,520,000	15.07% ^(note)
Other public Shareholders	<u>22,209,858</u>	<u>71.37%</u>	<u>22,209,858</u>	<u>60.62%</u>
Total	<u>31,117,201</u>	<u>100.00%</u>	<u>36,637,201</u>	<u>100.00%</u>

Note:

The Vendor or its designated nominee is indirectly wholly-owned by TGG Holdings Limited. Therefore, immediately after the allotment and issue of the Consideration Shares, TGG Holdings Limited is deemed to be interested in an aggregate of 8,335,000 Shares, representing approximately 22.75% of the issued share capital of the Company.

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

Hong Kong, 20 May 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; Ms. Ho Sau Ping, Pia and Mr. Ho Tak Yin as independent non-executive Directors.