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This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of New Wisdom Holding Company Limited.

New Wisdom Holding Company Limited
新智控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8213)

Oceanic Fortress Holdings Limited
瀚堡控股有限公司

(Incorporated in British Virgin Islands with limited liability)

JOINT ANNOUNCEMENT

DESPATCH OF THE COMPOSITE OFFER AND RESPONSE DOCUMENT RELATING TO THE MANDATORY UNCONDITIONAL CASH OFFER BY



KINGSTON SECURITIES

FOR AND ON BEHALF OF

**OCEANIC FORTRESS HOLDINGS LIMITED TO ACQUIRE
ALL OF THE ISSUED SHARES OF
NEW WISDOM HOLDING COMPANY LIMITED
(OTHER THAN THOSE ALREADY OWNED
BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT)**

Financial adviser to the Offeror



KINGSTON CORPORATE FINANCE

Independent Financial Adviser to the Independent Board Committee



Shinco Capital Limited

The Composite Document, together with the Forms of Acceptance, have been despatched to the Independent Shareholders on 19 September 2018 in accordance with the Takeovers Code. An expected timetable is set out below in this joint announcement.

Independent Shareholders are encouraged to read the Composite Document and the Form of Acceptance carefully, including the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Share Offer and the advice and recommendation from the Independent Financial Adviser to the Independent Board Committee in respect of the Share Offer, before deciding whether or not to accept the Share Offer.

Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the Shares. Persons who are in doubt as to the action to be taken should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

References are made to the joint announcement issued by New Wisdom Holding Company Limited (the “**Company**”) and Oceanic Fortress Holdings Limited (the “**Offeror**”) dated 25 April 2018 and the composite offer and response document dated 19 September 2018 jointly issued by the Company and the Offeror (the “**Composite Document**”) in relation to, among other things, the Share Offer. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document setting out, among other things, (i) the detailed terms of the Share Offer and procedures for acceptance; (ii) the expected timetable in respect of the Share Offer; (iii) a letter from Kingston Securities; (iv) a letter from the Board; (v) a letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in respect of the Share Offer; and (vi) a letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee in respect of the Share Offer, together with the Form of Acceptance, have been despatched to the Independent Shareholders on 19 September 2018 in accordance with the Takeovers Code.

EXPECTED TIMETABLE OF THE SHARE OFFER

The timetable set out below is indicative and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company. All the time and dates references contained in the Composite Document refer to Hong Kong time and dates.

Despatch date of the Composite Document and
the Form of Acceptance and
commencement date of the Share Offer (*Note 1*) Wednesday, 19 September 2018

Latest time and date for acceptance of
the Share Offer (*Notes 2, 4 and 6*) by 4:00 p.m.
on Wednesday, 10 October 2018

Closing Date (*Notes 2, 4 and 6*) Wednesday, 10 October 2018

Announcement of the results of the Share Offer
as at the Closing Date (or its extension or revision, if any)
to be posted on the Stock Exchange's website (*Notes 2 and 4*) not later than 7:00 p.m.
on Wednesday, 10 October 2018

Latest date for posting of remittances for the amounts due
in respect of valid acceptances received
under the Share Offer (*Note 5*) Monday, 22 October 2018

Notes:

1. The Share Offer, which is unconditional, is made on Wednesday, 19 September 2018, the date of the Composite Document, and is capable of acceptance on and from that date until the Closing Date. Acceptance of the Share Offer shall be irrevocable and shall not be capable of being withdrawn, except in the circumstances set out in the section headed "Right of Withdrawal" in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Share Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance is at 4:00 p.m. on Wednesday, 10 October 2018 unless the Offeror revises or extends the Share Offer in accordance with the Takeovers Code.
3. The Independent Shareholders are required to submit the duly completed and signed Form of Acceptance to the Registrar on or before 4:00 p.m. on Wednesday, 10 October 2018, being the Closing Date, in order to accept the Share Offer.

4. In accordance with the Takeovers Code, an announcement will be published on the website of the Stock Exchange by 7:00 p.m. on the Closing Date stating whether the Share Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Share Offer and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Share Offer is closed to those Independent Shareholders who have not accepted the Share Offer.
5. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable in respect of acceptance of the Share Offer will be despatched to the accepting Shareholder(s) by ordinary post at their own risk as soon as possible, but in any event within seven Business Days following the date of receipt by the Registrar of the duly completed Form of Acceptance and all requisite documents to render the acceptance under the Share Offer complete and valid in accordance with the Takeovers Code.
6. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
 - a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Share Offer and the latest date for posting of remittances for the amounts due under the Share Offer in respect of valid acceptances, the latest time for acceptance of the Share Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or
 - b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Share Offer or the latest date for posting of remittances for the amounts due under the Share Offer in respect of valid acceptances, as the case may be, will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for the acceptance of the Share Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

IMPORTANT

Independent Shareholders are encouraged to read the Composite Document and the Form of Acceptance carefully, including the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Share Offer and the advice and recommendation from the Independent Financial Adviser to the Independent Board Committee in respect of the Share Offer, before deciding whether or not to accept the Share Offer.

Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the Shares. Persons who are in doubt as to the action to be taken should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

By order of the Board
New Wisdom Holding Company Limited
Chan Kin Chun Victor
Executive Director and Chairman

By order of the sole director
Oceanic Fortress Holdings Limited
Huang Li
Director

Hong Kong, 19 September 2018

As at the date of this joint announcement, the Board comprises Mr. Chan Kin Chun Victor and Mr. Zheng Hua as executive Directors and Mr. Chan Yee Ping Michael, Mr. Deng Guozhen and Mr. Zeng Shiquan as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that any information relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, Ms. Huang Li is the sole director of the Offeror.

Ms. Huang Li in her capacity as the sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, the Directors and the Vendor) and confirms, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, the Directors or the Vendor) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement will be published on GEM website at <http://www.hkgem.com> on the “Latest Company Announcement” page and on the Company’s website at www.nwhcl.com for at least 7 days from the date of publication.

The English text of this joint announcement shall prevail over its Chinese text.