

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8213)**

## **(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) CHANGE OF CHAIRMAN OF THE AUDIT COMMITTEE**

The Board wishes to announce that with effect from 28 March 2018:

- (1) Mr. Yip has resigned as an independent non-executive Director and also ceased to be the chairman of the Audit Committee and a member of each of the Nomination Committee and Corporate Governance Committee;
- (2) Mr. Zeng has been appointed as an independent non-executive Director and a member of each of the Audit Committee, Nomination Committee and Corporate Governance Committee; and
- (3) Mr. Chan has been appointed as the chairman of Audit Committee.

The board (the “**Board**”) of directors (the “**Director(s)**”) of New Wisdom Holding Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that with effect from 28 March 2018:

### **1. RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Yip Tai Him (“**Mr. Yip**”) has resigned as an independent non-executive Director and also ceased to be the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the nomination committee of the Company (the “**Nomination Committee**”) and the corporate governance committee of the Company (the “**Corporate Governance Committee**”).

Mr. Yip has tendered his resignation in order to devote more time to his other business commitments. He has confirmed to the Board that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its gratitude to Mr. Yip for his valuable contributions to the Company during his tenure of office.

## **2. APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Zeng Shiquan (“**Mr. Zeng**”) has been appointed as an independent non-executive Director and a member of each of the Audit Committee, Nomination Committee and Corporate Governance Committee. The biographical details of Mr. Zeng are as follows:

Mr. Zeng Shiquan (曾石泉), aged 70, graduated from the department of economics of Wuhan University (武漢大學) in July 1970. He graduated from Sun Yat-sen University (中山大學) as a postgraduate in political economy in December 1981. He was accredited as a senior economist by 深圳市職稱改革領導小組 (Shenzhen City Job Title Reform Leadership Unit\*) in February 1993. Mr. Zeng passed the Training Course for Independent Directors of Listed Companies (上市公司獨立董事培訓班) jointly held by The Securities Association of China (中國證券業協會) and the School of Management, Fudan University (復旦大學管理學院) in July 2003.

From November 2013 to July 2017, Mr. Zeng has been appointed as an independent director of Shenzhen Kedali Industry Co., Ltd. (深圳市科達利實業股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (Shenzhen Exchange stock code: 002850). From June 2013 to May 2015, Mr. Zeng was appointed as an independent non-executive director of Beijing Enterprises Clean Energy Group Limited (北控清潔能源集團有限公司) (formerly known as Jin Cai Holdings Company Limited (金彩控股有限公司)), whose shares are listed on the Main Board of The Stock Exchange (Stock code: 01250). From January 2016 to February 2016, Mr. Zeng was appointed as an independent non-executive director of Aurum Pacific (China) Group Limited (奧栢中國集團有限公司), whose shares are listed on GEM of the Stock Exchange (Stock code: 08148). Mr. Zeng has been appointed as an independent non-executive director of Tourism International Holdings Limited (旅業國際控股有限公司) (formerly known as Jia Yao Holdings Limited (嘉耀控股有限公司)), shares of which are listed on the Main Board of the Stock Exchange (stock code: 01626).

Save as disclosed above, as at the date of this announcement, Mr. Zeng (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

On 28 March 2018, the Company entered into a service agreement with Mr. Zeng for a term of one year, subject to the requirements for retirement by rotation and re-election at the Company's next annual general meeting in accordance with the articles of association of the Company. Mr. Zeng is entitled to a director's fee of HK\$15,000 per month which is determined by arm's length negotiation between Mr. Zeng and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Remuneration Committee.

Save as disclosed in this announcement, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of the Stock Exchange and there are no other matters in relation to the appointment of Mr. Zeng that need to be brought to the attention of the shareholders of the Company.

The Board takes this opportunity to warmly welcome Mr. Zeng joining the Board.

### **3. CHANGE OF CHAIRMAN OF THE AUDIT COMMITTEE**

Following Mr. Yip's resignation, Mr. Chan Yee Ping, Michael ("**Mr. Chan**") has been appointed as the chairman of the Audit Committee in his place.

On behalf of the Board  
**New Wisdom Holding Company Limited**  
**Chan Kin Chun Victor**  
*Chairman*

Hong Kong, 28 March 2018

*As at the date of this announcement, the Company's executive Directors are Mr. Chan Kin Chun Victor and Mr. Zheng Hua; and the independent non-executive Directors are Mr. Chan Yee Ping, Michael, Mr. Deng Guozhen and Mr. Zeng Shiquan.*

*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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website on the "Latest Company Announcements" page and the website of the Company at [www.nwhcl.com](http://www.nwhcl.com) for at least 7 days from the date of its posting.*

*\* For identification purpose only*