

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.*


*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**  
**FURTHER DELAY IN DESPATCH OF THE COMPOSITE OFFER AND**  
**RESPONSE DOCUMENT RELATING TO**  
**MANDATORY UNCONDITIONAL CASH OFFER BY**  
  
**KINGSTON SECURITIES**  
**FOR AND ON BEHALF OF**  
**OCEANIC FORTRESS HOLDINGS LIMITED**  
**TO ACQUIRE ALL THE ISSUED SHARES OF**  
**NEW WISDOM HOLDING COMPANY LIMITED**  
**(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE**  
**ACQUIRED 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**  
**昇 豪 資 本**

**Shinco Capital Limited**

Reference is made to (1) the joint announcement issued by New Wisdom Holding Company Limited (the “**Company**”) and Oceanic Fortress Holdings Limited (the “**Offeror**”) dated 25 April 2018 (the “**Joint Announcement**”), (2) the joint announcement issued by the Company and the Offeror on 16 May 2018 regarding the delay in despatch of the Composite Document (the “**Delay in Despatch Announcement**”),

(3) the joint announcement issued by the Company and the Offeror on 25 June 2018 regarding the further delay in despatch of the Composite Document (the “**Second Delay in Despatch Announcement**”), (4) the joint clarification announcement issued by the Company and the Offeror on 26 June 2018 regarding the delay in despatch of the Composite Document (the “**First Clarification Announcement**”), (5) the joint announcement issued by the Company and the Offeror on 25 July 2018 regarding the further delay in despatch of the Composite Document (the “**Third Delay in Despatch Announcement**”), and (6) the second joint clarification announcement issued by the Company and the Offeror on 9 August 2018 in respect of the Loan and the Repayment Proposal of the Loan (the “**Second Clarification Announcement**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement, the Delay in Despatch Announcement, the Second Delay in Despatch Announcement, the First Clarification Announcement, the Third Delay in Despatch Announcement and/or the Second Clarification Announcement.

## **FURTHER DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT**

As set out in the Joint Announcement, it is the intention of the Offeror and the Company to combine the offer document and the response document (the “**Composite Document**”). Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document, together with the Form of Acceptance, should be despatched to the independent Shareholders within 21 days of the Joint Announcement (i.e. on or before 16 May 2018), unless the Executive has granted its consent to postpone the despatch date of the Composite Offer Document.

As set out in the Delay in Despatch Announcement, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code, and the Executive has granted its consent to extend the deadline for the despatch of the Composite Document from 16 May 2018 to a date falling on or before 25 June 2018. As set out in the Second Delay in Despatch Announcement and the First Clarification Announcement, a second application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code to further extend the deadline for the despatch of the Composite Document, and the Executive has granted its consent to extend the deadline for the despatch of the Composite Document from 25 June 2018 to a date falling on or before 25 July 2018. As set out in the Third Delay in Despatch Announcement, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code to further extend the deadline for the despatch of the Composite Document, and the Executive has granted its consent to extend the deadline for the despatch of the Composite Document from 25 July 2018 to a date falling on or before 31 August 2018.

As the entire Loan is expected to be fully repaid on or before 31 August 2018 according to the Repayment Proposal as disclosed in the Second Clarification Announcement and the Group requires additional time to obtain an updated statement of indebtedness as the one previously obtained will expire on 31 August 2018, a fourth application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code to further extend the deadline for the despatch of the Composite Document, and the Executive is minded to grant its consent to further extend the deadline for the despatch of the Composite Document from 31 August 2018 to a date falling on or before 21 September 2018.

Further announcement(s) will be made by the Company and the Offeror as and when appropriate in compliance with the Takeovers Code.

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, 31 August 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.*

*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](http://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.*