

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

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Company name : **New Wisdom Holding Company Limited**

Stock code (ordinary shares) : **8213**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 12 May 2017

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 18 March 2003

Name of Sponsor(s) : N/A

Names of directors:
(please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)

Executive Directors:

Mr. Chan Kin Chun Victor

Mr. Zheng Hua

Independent Non-Executive Directors:

Mr. Chan Yee Ping Michael

Mr. Yip Tai Him

Mr. Deng Guozhen

Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Number of ordinary shares
Chan Kin Chun Victor	1,404,278,293
Win Union Investment Limited (<i>Note 1</i>)	1,404,278,293

Note:

1. The entire issued share capital of Win Union Investment Limited is beneficially owned by Mr. Chan Kin Chun Victor.

Name(s) of company(ies) listed on GEM : or the Main Board of the Stock Exchange within the same group as the Company	: Nil
Financial year end date	: 31 March
Registered address	: PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
Head office and principal place of business:	: 6th Floor, Southland Building, 48 Connaught Road Central, Central, Hong Kong
Web-site address (if applicable)	: www.nwhcl.com
Share registrar	: <i>Principal Share Registrar:</i> Royal Bank of Canada Trust Company (Cayman) Limited 4th Floor, Royal Bank House, 24 Shedden Road, George Town, Grand Cayman KY1-1110, Cayman Islands <i>Hong Kong Branch Share Registrar and Transfer Office:</i> Computershare Hong Kong Investor Services Limited 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong
Auditors	: PKF Certified Public Accountants 26th Floor, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong

B. Business activities

The Company and its subsidiaries are principally engaged in the food and beverage business.

C. Ordinary shares

Number of ordinary shares in issue	:	2,777,450,000
Par value of ordinary shares in issue	:	HK\$0.01
Board lot size (in number of shares)	:	10,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	Nil

D. Warrants

Stock code	:	Nil
Board lot size	:	Nil
Expiry date	:	Nil
Exercise price	:	Nil
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	Nil
No. of warrants outstanding	:	Nil
No. of shares falling to be issued upon the exercise of outstanding warrants	:	Nil

E. Other securities

Details of any other securities in issue.

Convertible Bond: Unlisted convertible bond issued by the Company and held by Mr. Tang Sing Ming Sherman in the outstanding principal amount of HK\$40,000,000, under which a total of 500,000,000 ordinary shares of the Company will be issued upon full exercise of the conversion rights attaching to the convertible bond at the conversion price of HK\$0.080 per share (subject to adjustment).

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Chan Kin Chun Victor

Zheng Hua

Chan Yee Ping Michael

Yip Tai Him

Deng Guozhen