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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8213)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE AND ADJUSTMENTS IN RELATION TO THE CONVERTIBLE BONDS

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Tuesday, 6 June 2017, being the Latest Time for Acceptance,

- (i) 29 valid acceptances of provisional allotments were received for a total of 1,249,340,115 Rights Shares, representing approximately 89.96% of the total number of 1,388,725,000 Rights Shares being offered under the Rights Issue; and
- (ii) 18 valid applications for excess Rights Shares were received for a total of 4,146,454,172 Rights Shares, representing approximately 298.58% of the total number of 1,388,725,000 Rights Shares being offered under the Rights Issue.

In aggregate, 47 valid acceptances and applications in respect of a total of 5,395,794,287 Rights Shares, representing approximately 388.54% of the total number of 1,388,725,000 Rights Shares being offered under the Rights Issue, have been received. Accordingly, the Rights Issue was over-subscribed by 4,007,069,287 Rights Shares.

UNDERWRITING AGREEMENT

As all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement had not been terminated by the Underwriter at or before 4:00 p.m. on Wednesday, 7 June 2017, the Underwriting Agreement became unconditional in all respects immediately after 4:00 p.m. on Wednesday, 7 June 2017. Since the Rights Issue was over-subscribed by 4,007,069,287 Rights Shares, in accordance with the terms of the Underwriting Agreement, the obligations of the Underwriter under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

DESPATCH OF THE SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS SHARES

Share certificates for all fully-paid Rights Shares are expected to be posted on Wednesday, 14 June 2017 to those Qualifying Shareholders who have accepted and, where applicable, successfully applied for excess Rights Shares and paid for the Rights Shares, by ordinary post at their own risk. Refund cheques in respect of partially unsuccessful applications for excess Rights Shares are also expected to be posted on Wednesday, 14 June 2017 by ordinary post to the applicants at their own risk. Each allottee will receive one share certificate for all the Rights Shares issued to him/her/it.

COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES

Dealings in fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Thursday, 15 June 2017.

ADJUSTMENTS IN RELATION TO THE CONVERTIBLE BONDS

Pursuant to the terms and conditions of the Convertible Bonds, the conversion price of the outstanding Convertible Bonds has been adjusted from the initial conversion price of HK\$0.08 per Share to HK\$0.07 per Share as a result of the Rights Issue. As such, a total of 571,428,571 Shares will be issued to Mr. Tang upon full conversion of the Convertible Bonds, assuming that the adjusted conversion price of HK\$0.07 per Share will remain as at the time of conversion. The above adjustment to the conversion price has been reviewed by PKF, being the auditor of the Company. The adjustment takes effect on Monday, 22 May 2017.

References are made to the prospectus (the “**Prospectus**”) of New Wisdom Holding Company Limited (the “**Company**”) in relation to the Rights Issue dated 22 May 2017 and the announcement (the “**Announcement**”) of the Company dated 27 April 2017. Capitalised terms used in this announcement shall have the same meanings as defined in the Prospectus and the Announcement unless otherwise defined.

RESULTS OF THE RIGHTS ISSUE

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In aggregate, 47 valid acceptances and applications in respect of a total of 5,395,794,287 Rights Shares, representing approximately 388.54% of the total number of 1,388,725,000 Rights Shares being offered under the Rights Issue, have been received. Accordingly, the Rights Issue was over-subscribed by 4,007,069,287 Rights Shares.

EXCESS RIGHTS SHARES

Based on the results of the Right Issue mentioned above, 139,384,885 Rights Shares were available for excess application. The Board has resolved to allot and issue the 139,384,885 excess Rights Shares to those who have applied for excess Rights Shares on a pro-rata basis of approximately 3.36% in proportion to the number of excess Rights Shares applied for under each application.

UNDERWRITING AGREEMENT

As all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement had not been terminated by the Underwriter at or before 4:00 p.m. on Wednesday, 7 June 2017, the Underwriting Agreement became unconditional in all respects immediately after 4:00 p.m. on Wednesday, 7 June 2017. Since the Rights Issue was over-subscribed by 4,007,069,287 Rights Shares, in accordance with the terms of the Underwriting Agreement, the obligations of the Underwriter under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

SHAREHOLDING STRUCTURE OF THE COMPANY

The Directors, to the best of their knowledge, are not aware of any person becoming a substantial shareholder (as such term is defined in the GEM Listing Rules) solely as a result of the Rights Issue. The Directors are of the view that the Company continues to have sufficient public float as required under Rule 11.23(7) of the GEM Listing Rules.

The shareholding structure of the Company immediately before and upon completion of the Rights Issue are as follows:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	Number of Shares	Approximate percentage (%)	Number of Shares	Approximate Percentage (%)
Win Union (Note)	1,404,278,293	50.56	2,106,417,439	50.56
Public Shareholders	<u>1,373,171,707</u>	<u>49.44</u>	<u>2,059,757,561</u>	<u>49.44</u>
	<u><u>2,777,450,000</u></u>	<u><u>100.00</u></u>	<u><u>4,166,175,000</u></u>	<u><u>100.00</u></u>

Note: Immediately after completion of the Rights Issue, Mr. Chan beneficially owns 2,106,417,439 Shares through Win Union, a company wholly-owned by Mr. Chan.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

Share certificates for all fully-paid Rights Shares are expected to be posted on Wednesday, 14 June 2017 to those Qualifying Shareholders who have accepted and, where applicable, successfully applied for excess Rights Shares and paid for the Rights Shares, by ordinary post at their own risk. Refund cheques in respect of partially unsuccessful applications for excess Rights Shares are also expected to be posted on Wednesday, 14 June 2017 by ordinary post to the applicants at their own risk. Each allottee will receive one share certificate for all the Rights Shares issued to him/her/it.

COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES

Dealings in fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Thursday, 15 June 2017.

ADJUSTMENTS IN RELATION TO THE CONVERTIBLE BONDS

References are made to the announcement of the Company dated 28 June 2012 in relation to the Convertible Bonds and the announcements of the Company dated 8 July 2015 and 10 July 2015 respectively in relation to the extension of the maturity date of the Convertible Bonds.

Pursuant to the terms and conditions of the Convertible Bonds, the conversion price of the outstanding Convertible Bonds has been adjusted from the initial conversion price of HK\$0.08 per Share to HK\$0.07 per Share as a result of the Rights Issue. As such, a total of 571,428,571 Shares will be issued to Mr. Tang upon full conversion of the Convertible Bonds, assuming that the adjusted conversion price of HK\$0.07 per Share will remain as at the time of conversion. The above adjustment to the conversion price has been reviewed by PKF, being the auditor of the Company. The adjustment takes effect on Monday, 22 May 2017.

Save and except for the adjustment to the conversion price, all other terms of the Convertible Bonds remain unchanged.

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

Hong Kong, 13 June 2017

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. Yip Tai Him, Mr. Chan Yee Ping, Michael and Mr. Deng Guozhen.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited 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 for at least 7 days from the date of its posting.