

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 the British Virgin Islands with limited liability)

JOINT CLARIFICATION ANNOUNCEMENT

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 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, and (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 “**Further Delay in Despatch Announcement**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

FURTHER DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

As set out in the Further Delay in Despatch Announcement, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to further extend the deadline for the despatch of the Composite Document.

As information regarding a loan made by Ms. Huang to Mr. Chan Kin Chun Victor, the ultimate beneficial owner of the Vendor, in December 2016 (the “**Loan**”) had not been included in the Joint Announcement, the Offeror requires additional time to collate and disclose such information relating to the Loan. An application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to further extend the deadline for the despatch of the Composite Document to a date falling on or before 25 July 2018, and the Executive is minded to grant its consent for such extension.

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, 26 June 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 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 for at least 7 days from the date of publication.

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