

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : | 30/11/2017 | |
|------------------------------------|------------|--|
|------------------------------------|------------|--|

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | New Wisdom Holding Company Limited |
|----------------|------------------------------------|
| Date Submitted | 1/12/2017 |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares | | | |
|-------------------------------------|------------------------|----------------------------------|---|
| (1) Stock code : <u>8213</u> Descri | ption : | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | 5,000,000,000 | 0.01 | 50,000,000 |
| Increase/(decrease) | | | |
| Balance at close of the month | 5,000,000,000 | 0.01 | 50,000,000 |
| (2) Stock code : <u>N/A</u> Descri | ption : | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

2. Preference Shares

| Stock code : | N/A | _Descript | ion : | | |
|---------------------|----------------|-----------|--------------------------|----------------------------------|---|
| | | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of | of preceding n | nonth _ | | | |
| Increase/(decreas | e) | _ | | | |
| Balance at close of | of the month | - | | | |

3. Other Classes of Shares

| Stock code : <u>N/A</u> Descrij | otion : | | |
|-------------------------------------|--------------------------------|----------------------------------|---|
| | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

Total authorised share capital at the end of the month *(State currency)* : **HK\$50,000,000**

II. Movements in Issued Share Capital

| | No. of ordi | nary shares | No of preference | No. of other classes |
|--|---------------|-------------|------------------|----------------------|
| | (1) | (2) | shares | of shares |
| Balance at close of preceding month | 4,166,175,000 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | | N/A | N/A | N/A |
| Balance at close of the month | 4,166,175,000 | N/A | N/A | N/A |

III. Details of Movements in Issued Share Capital

| Share Options (under | Share Option | Schemes of the | Issuer) | | | |
|--|---------------|-----------------|----------------|---------------------------------|--|--|
| Particulars of share option scheme including EGM | | | | | No. of new shares of issuer issued during the month pursuant | No. of new shares of issuer which may be issued pursuant thereto |
| approval date | | Movement duri | ng the month | | thereto | as at close of the month |
| (dd/mm/yyyy) and - | | | C | | | |
| class of shares | | р · 1 | C 11 1 | т 1 | | |
| issuable 1. N/A | Granted | Exercised | Cancelled | Lapsed | | |
| 1. IN/A | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | ` | | |
| 2. N/A | | | | | | |
| 2. IN/A | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | · | <u> </u> | |
| (Note 1) | | | | | | |
| 3. N/A | | | | | | |
| <u>J. N/A</u> | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | Tc | otal A. (Ordin | ary shares) | N/A | |
| | | 10 | | nce shares) | N/A | |
| | | | | Other class) | N/A | |
| Total funds raised dur | ing the month | from exercise o | , | • • • • • • • • • • • • • • • • | | |
| options (State currenc | | | N/A | | | |
| | · · | | | | | |

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of Nominal value at nominal close of value preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---|---------------------------------------|---|--|--|
| 1. N/A | | | | | |
| | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A | (/ /) | | | | |
| | | | | | <u> </u> |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A | (/ /) | | | | |
| | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) | | | | | |
| Subscription price | | | | | |
| (if applicable) (dd/mm/yyyy) <u>4. N/A</u> | (/ /) | | | | |
| | | | | | |
| (/ /) Stock code (if listed) Class of shares | · · · · | | | | |
| issuable (Note 1) | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| | Total | D (Ordi | nary charas) | NT/ A | |
| | Total | · · · · · · · · · · · · · · · · · · · | nary shares) | N/A N/A | - |
| | | | Other class) | N/A | _ |

For Main Board and GEM listed issuers

| Convertibles (i.e. Convertible in | nto Shares of the I | ssuer which are t | o be Listed) | | | u 100u010 |
|--|--------------------------------------|--|----------------------------------|------------------------------------|--|--|
| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1. Convertible bonds issued on 15 | 0 | | | | | |
| August 2012 due in three years and extended to 15 August 2018 bearing interest at the rate of 2% per annum | | 40,000,000 | | 40,000,000 | | 571,428,571 (adjusted) |
| Stock code (if listed) | | 40,000,000 | | 40,000,000 | | (aujusteu) |
| Class of shares issuable (<i>Note 1</i>) Subscription price | Ordinary HK\$0.07 (adjuste | ed) | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A | (14/08/2012) | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) Schwartigenergies | | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| <u>3.</u> N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| Stock code (if listed) Class of shares | | | | | | |
| issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | Total C. (Ordin (Prefere | nary shares) | Nil N/A | - |
| | | | | Other class) | N/A | - |

No. of new shares of No. of new shares of issuer issued during issuer which may be the month pursuant issued pursuant thereto thereto as at close of the month Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: 1. N/A / 1 (Ordinary shares (Note 1) 2. N/A (/ /) shares (Note 1) 3. N/A) (/ shares (Note 1) Total D. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| | Type of Issue | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----|---------------|------------------|---|-------|---|--|---|
| | | | Class of shares issuable | | | | |
| 1. | Rights issue | At price : State | (Note 1) Issue and allotment | (/ / |) | | |
| | | currency | date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ / | | N/A | N/A |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 2. | Open offer | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 3. | Placing | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / | , | | |
| | | | | (' ' |) | <u>N/A</u> | N/A |
| | | | Class of shares issuable (Note 1) | | | | |
| 4. | Bonus issue | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | N/A | N/A |

| S. Serip dividend At price: State currency Issue and allotment date: (///) S. Serip dividend At price: State currency Issue and allotment date: (///) S. Serip dividend At price: State currency Issue and allotment date: (///) S. Serip dividend At price: State currency Issue and allotment date: (///) G. Repurchase of shares Class of shares N/A G. Repurchase of shares Class of shares N/A G. Repurchase of shares Class of shares N/A N/A G. Repurchase of shares Class of shares N/A N/A 7. Redemption of shares Class of shares N/A N/A 7. Redemption of shares Class of shares N/A N/A 8. Consideration issue At price: State currency Class of shares issuable (Net i) N/A N/A 8. Consideration issue At price: State currency Issue and allotment (dd/mn/yyyy) (/ / /) (dd/mn/yyyy) N/A N/A | | Type of Issue | I | For Main | n Boar | rd and GEM list No. of new shares of issuer issued during the month pursuant thereto | ted issuers No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|----|---|--|----------|--------|---|--|
| S. Scrip dividend At price: State currency Issue and allotment date: $(d/mn/yyyy)$ $(///)$ S. Scrip dividend At price: State currency Issue and allotment date: $(///)$ N/A S. Scrip dividend At price: Class of shares shares N/A 6. Repurchase of shares Class of di/mn/yyyy) Shares N/A N/A 6. Repurchase of shares Class of di/mn/yyyy) Shares N/A N/A 7. Redemption of shares Class of shares Shares N/A N/A 7. Redemption of shares Class of shares Shares N/A N/A 8. Consideration issue At price: State currency Issue and allotment (Note 1) (///) N/A N/A 8. Consideration issue At price: State currency Issue and allotment (Note 1) (///) Issue and allotment (Note 1) (///) 8. Consideration issue At price: State currency Issue and allotment (Note 1) (///) Issue and allotment (Note 1) (///) | | | | | | | |
| (dd/mm/yyyy) ((/ /)) $N/A N/A$ $N/A N/A N/A$ $N/A N/A$ | 5. | Scrip dividend At price : State currency — | (Note 1) Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| 6. Repurchase of shares repurchased (Note 1) 6. Repurchase of shares Cancellation date : $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ (dd/mm/yyyy) N/A 7. Redemption of shares Class of shares (dd/mm/yyyy) EGM approval date: $(//)$ (dd/mm/yyyy) N/A 7. Redemption of shares Class of shares (dd/mm/yyyy) EGM approval date: $(//)$ (dd/mm/yyyy) N/A 8. Consideration issue At price : State currency Issue and allotment (//) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (//) EGM approval date: (///) EGM approval date: (///) | | | | (/ / |) | N/A | N/A |
| shares $(dd/mm/yyyy)$ EGM approval date: $(//)$ $(dd/mm/yyyy)$ N/A N/A N/A State Class of shares issuable (N/A N/A State </td <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> | | | | | | | |
| Image: consideration issue At price : State currency N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A Redemption of shares Class of shares issue considered (Note 1) N/A N/A Redemption date : (/ /) (/ /) N/A N/A Redemption date : (/ /) N/A N/A N/A Redemption date : (/ /) N/A N/A N/A Redemption date : (/ /) N/A N/A N/A Redemption date : (/ /) N/A N/A N/A Redemption date : (/ /) N/A N/A M/A N/A N/A N/A N/A Redemption date : (/ /) N/A N/A State Issue and allotment (/ /) Issue and allotment (/ /) EGM approval date: (/ /) Issue and allotment (/ /) Issue and allotment (/ /) EGM approval date: (/ /) Issue and allotment | 6. | Repurchase of shares | | (/ / |) | | |
| 7. Redemption of shares Class of shares redeemed (Note 1) 7. Redemption of shares Redemption date : $(//)$ $(dd/mm/yyyy)$ EGM approval date: $(//)$ $(dd/mm/yyyy)$ N/A 8. Consideration issue At price : State currency Issue and allotment date: $(//)$ Issue and allotment date : $(d/mm/yyyy)$ Issue and allotment date: $(//)$ EGM approval date: $(//)$ Issue and allotment date: $(//)$ | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/ A | NI/A |
| 7. Redemption of shares Redemption date : $(//)$ 7. Redemption of shares Redemption date : $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ EGM approval date: $(//)$ N/A N/A N/A 8. Consideration issue At price : State currency Issue and allotment date : $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$ Redemption date : $(//)$ | | | | | | | N/A |
| shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: | | | | | | | |
| 8. Consideration issue At price : $\frac{\text{State}}{\text{currency}}$ $\frac{\text{Class of shares issuable}}{\text{Issue and allotment}} (/ /) \\ \frac{\text{Kote } l}{\text{date : (dd/mm/yyyy)}} $ $\frac{(/ /)}{(\text{dd/mm/yyyy)}}$ | 7. | | Redemption date : (dd/mm/yyyy) | (/ / |) | | |
| 8. Consideration issue At price : State currency Class of shares issuable | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| 8. Consideration issue At price : State currency (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (/ /) | | | | | | | |
| a. Consideration issue At price : currency date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | | | | | | | |
| (dd/mm/yyyy) | 8. | | | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | NT/A | N 1/ A |
| | | | | | | /A | N/P |

| | | | | For Main Board | and GEM list | ed issuers |
|-----|---------------------------|------------------|--|--|--|---|
| | Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| | | | Class of shares issua (Note 1) | ble | | |
| 9. | Capital reorganisation | | Issue and allotment date : (dd/mm/yyyy) | (/ /) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | | |
| | | | | | <u>N/A</u> | N/A |
| | | | Class of shares issua (Note 1) | ble | | |
| 10. | Other (Please specify) | At price : State | | (/ /) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | N/A | N/A |
| | | | Total E. | (Ordinary shares (Preference shares |) N/A | |
| | | | | (Other class |) <u>IN/A</u> | _ |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | Nil |
|--|-----|-----|
| | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | - | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | - | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | |

Submitted by: Lam Kit Yan

 Company Secretary

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.