

## IMPORTANT

*If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.*



WISDOM  
GROUP  
智美中国

### WISDOM HOLDINGS GROUP

智美控股集团

*(Incorporated in the Cayman Islands with limited liability)*

#### GLOBAL OFFERING

- Number of Offer Shares** : 400,000,000 Shares (subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 40,000,000 Shares (subject to adjustment)
- Number of International Offer Shares** : 360,000,000 Shares (subject to adjustment and the Over-allotment Option)
- Maximum Offer Price** : HK\$2.81 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
- Nominal value** : US\$0.00025 per Share
- Stock code** : 1661

**Sole Sponsor**



BOC INTERNATIONAL

*Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers  
(in alphabetical order)*



BOC INTERNATIONAL



招商证券



中信建投國際  
CSCI



MACQUARIE

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, 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 prospectus.

A copy of this prospectus, having attached thereto the documents specified in "Documents Delivered to the Registrar of Companies" in Appendix V to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be determined by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and our Company on or before Thursday, July 4, 2013 or such later date as may be agreed between the Joint Global Coordinators (on behalf of the Underwriters) and our Company, but in any event, no later than Sunday, July 7, 2013. The offer price will be not more than HK\$2.81 per Offer Share and is currently expected to be not less than HK\$2.11 per Offer Share unless otherwise announced. If, for any reason, the Joint Global Coordinators (on behalf of the Underwriters) and our Company are unable to reach an agreement on the Offer Price by Sunday, July 7, 2013, the Global Offering will not proceed and will lapse.

The Joint Global Coordinators, on behalf of the Underwriters, may, with the consent of our Company, reduce the number of Offer Shares or the indicative Offer Price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the number of Offer Shares or the indicative Offer Price range (as the case may be) will be published in the South China Morning Post (in English), and the Hong Kong Economic Times (in Chinese) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.wisdom-china.cn](http://www.wisdom-china.cn) as soon as practicable but in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Further details are set forth in the sections headed "Structure of the Global Offering — Conditions of the Hong Kong Public Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus.

Prospective investors of the Offer Shares should note that the Joint Global Coordinators, in their sole and absolute discretion may, on behalf of the Hong Kong Underwriters, terminate the Hong Kong Underwriting Agreement by notice to our Company given by the Joint Global Coordinators (on behalf of the Underwriters), upon occurrence of any of the events set forth in the section headed "Underwriting — Grounds for Termination" in this prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the day that trading in the Shares commences on the Hong Kong Stock Exchange. It is important that you refer to that section for further details.

Prior to making an investment decision, prospective investors should consider carefully all the information set forth in this prospectus including but not limited to the risk factors set forth in the section headed "Risk Factors" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except that the Offer Shares may be offered, sold or delivered to qualified institutional buyers, or QIBs, in reliance on Rule 144A under the U.S. Securities Act or in offshore transactions outside the United States in reliance on Regulation S under the U.S. Securities Act.

June 28, 2013