

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares. Potential investors should read the prospectus dated June 28, 2013 (the “Prospectus”) issued by Wisdom Holdings Group (the “Company”) for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States except pursuant to Rule 144A or an exemption from registration requirements under the United States Securities Act of 1933, as amended. There will not and is not currently intended to be any public offering of securities in the United States.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (the “HKSCC”) take no responsibility for the contents of this 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 announcement.

In connection with the Global Offering, Macquarie Capital Securities Limited, as stabilizing manager (the “Stabilizing Manager”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or maintaining the market price of our Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Unless defined herein, terms in this announcement shall have the same meanings as those defined in the Prospectus.



## WISDOM HOLDINGS GROUP

智美控股集团

(Incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

<b>Number of Offer Shares</b>	<b>: 400,000,000 Shares</b> (subject to the Over-allotment Option)
<b>Number of Hong Kong Offer Shares</b>	<b>: 40,000,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>: 360,000,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>: 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)</b>
<b>Nominal value</b>	<b>: US\$0.00025 per Share</b>
<b>Stock code</b>	<b>: 1661</b>

*Sole Sponsor*



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



Application has been made by the Company to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the Global Offering including any Shares which may fall to be issued upon the exercise of the Over-allotment Option and any Shares issuable on the exercise of any options that may be granted under the Share Option Scheme.

The Global Offering comprising (a) initially 40,000,000 Shares under the Hong Kong Public Offering (subject to adjustment) (representing 10% of the total number of Shares initially available under the Global Offering), (b) initially 360,000,000 Shares under the International Offering (subject to adjustment and the Over-allotment Option) (representing 90% of the total number of Shares initially available under the Global Offering) and (c) up to 60,000,000 additional Shares representing 15% of the number of Shares initially available under the Global Offering which may be issued upon the exercise of the Over-allotment Option. In the event the Over-allotment Option is exercised, an announcement will be available at the websites of the Company at [www.wisdom-china.cn](http://www.wisdom-china.cn) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Offer Price will not be more than HK\$2.81 per Offer Share and is expected to be not less than HK\$2.11 per Offer Share. Applicants for Hong Kong Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$2.81 for each Offer Share together with a brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.81 per Offer Share.

**Applications of the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.**

Applicants who wish to be allotted the Hong Kong Offer Shares in their own names should (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **WHITE Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) under the **WHITE Form eIPO** service. Applicants who wish to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, June 28, 2013 until 12:00 noon on Thursday, July 4, 2013, from the following locations:

1. BOCI Asia Limited, 26/F, Bank of China, 1 Garden Road, Central, Hong Kong
2. China Merchants Securities (HK) Co., Limited, 48/F, One Exchange Square, Central, Hong Kong
3. China Securities (International) Brokerage Company Limited, Room 1301–1304, Two Exchange Square, 8 Connaught Place, Central, Hong Kong
4. Macquarie Capital Securities Limited, 18/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong

5. First Shanghai Securities Limited, 19/F, Wing On House, 71 Des Voeux Road, Central, Hong Kong
6. Sun Hung Kai Investment Services Limited, 42/F, The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong
7. any of the following branches of the receiving banks for the Hong Kong Public Offering:

**Bank of China (Hong Kong) Limited**

	<b>Branch name</b>	<b>Branch address</b>
<b>Hong Kong Island:</b>	Bank of China Tower Branch	3/F, 1 Garden Road
	Sheung Wan Branch	252 Des Voeux Road Central
	Aberdeen Branch	25 Wu Pak Street, Aberdeen
<b>Kowloon:</b>	Tseung Kwan O Plaza Branch	Shop 112–125, Level 1, Tseung Kwan O Plaza, Tseung Kwan O
	Whampoa Garden Branch	Shop G8B, Site 1, Whampoa Garden, Hung Hom
	Wang Kwun Road Branch	Unit G1, Nan Fung Commercial Centre, Wang Kwun Road, Kowloon Bay
<b>New Territories:</b>	Kau Yuk Road Branch	18–24 Kau Yuk Road, Yuen Long
	Tai Po Branch	68–70 Po Heung Street, Tai Po Market

**Wing Lung Bank Limited**

	<b>Branch name</b>	<b>Branch address</b>
<b>Hong Kong Island:</b>	Head Office	45 Des Voeux Road Central
	Johnston Road Branch	118 Johnston Road
	North Point Branch	361 King's Road
<b>Kowloon:</b>	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
	Tsim Sha Tsui Branch	4 Carnarvon Road
<b>New Territories:</b>	Tsuen Wan Branch	251 Sha Tsui Road

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, June 28, 2013 until 12:00 noon on Thursday, July 4, 2013 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and Prospectus available.

Applicants applying by **WHITE Form eIPO** may submit application through the designated website [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Friday, June 28, 2013 until 11:30 a.m. on Thursday, July 4, 2013 (24 hours daily, except on the last application day) or such later time as described under the section headed “How to Apply for Hong Kong Offer Shares — VI. When May Applications be Made — Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, June 28, 2013 until 12:00 noon on Thursday, July 4, 2013.

Please refer to the “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” sections of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the final Offer Price, the indication of the levels of interest in the International Offering, results of applications and basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering on Wednesday, July 10, 2013, in the *South China Morning Post* (in English) and the *Hong Kong Economic Times* (in Chinese), and on the Company’s website at [www.wisdom-china.cn](http://www.wisdom-china.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available in the manners as specified in the section headed “How to Apply for Hong Kong Offer Shares — X. Results of Allocations” in the Prospectus from Wednesday, July 10, 2013.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Thursday, July 11, 2013, it is expected that dealings in the Shares on the Stock Exchange are to commence at 9:00 a.m. on Thursday, July 11, 2013. The Shares will be traded in board lots of 1,000 each under the stock code “1661”. The Company will not issue any receipts for sum paid on application or any temporary documents of title.

By order of the Board  
**Wisdom Holdings Group**  
**Ren Guozun**  
*Chairlady and Executive Director*

Hong Kong, Friday, June 28, 2013

*As at the date of this announcement, the executive Directors are Ms. Ren Guozun (also known as Ms. Ren Wen) (Chairlady), Mr. Sheng Jie and Mr. Zhang Han, the non-executive Directors are Mr. Jin Haitao, Mr. Wang Shihong and Mr. Xu Jiongwei, and the independent non-executive Directors are Mr. Wei Kevin Cheng, Mr. Ip Kwok On Sammy and Mr. Jin Guoqiang.*

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*