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WISDOM HOLDINGS GROUP

智美控股集团

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1661)

APPOINTMENT OF VICE PRESIDENT AND CHANGE OF COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Appointment of Vice President

The board of directors (the “**Board**”) of Wisdom Holdings Group (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce the appointment of Dr. Shen Wei as a vice president of the Company.

Dr. Shen Wei (沈偉), aged 49, is mainly responsible for the management of Wisdom Sports. Dr. Shen has more than 20 years of experience in automobile industry. He served as deputy general manager of Dongfeng Yulong Automobile Company Limited (東風裕隆汽車有限公司), general manager of Xiamen King Long United Automotive Industry Co., Ltd. (廈門金龍聯合汽車工業有限公司), and general manager of King Long Rubber Limited of Xiamen Motor Co., Ltd. (廈門汽車股份有限公司金龍橡膠有限公司). Dr. Shen obtained his master’s degree in management science and engineering from Xiamen University (廈門大學) and his doctorate’s degree in management science and engineering from Huazhong University of Science and Technology (華中科技大學).

Change of Company Secretary and Chief Financial Officer

In order to devote more time to his family in Hong Kong, Mr. Dominic Leung Oi Kin has tendered his resignation as the Company Secretary and Chief Financial Officer of the Company and ceased to be an authorized representative for the purpose of Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (the “**Authorized Representative**”) of the Company with effect from 16 December 2013.

Mr. Leung has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and/or the shareholders of the Company.

The Company has appointed Mr. Sheng Jie and Ms. Kam Mei Ha Wendy as joint company secretaries of the Company with effect from 16 December 2013 (the “**Appointment Date**”).

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, the Company must appoint a company secretary who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary. Mr. Sheng is experienced in business management and has a thorough understanding of the operations of the Company. However, given that Mr. Sheng does not possess the relevant qualification as required under the Listing Rules, his appointment as company secretary alone does not strictly comply with Rules 3.28 and 8.17 of the Listing Rules.

The Company has applied to the Stock Exchange for and the Stock Exchange has granted a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules. The waiver is valid for an initial period of three years from the Appointment Date, on the condition that the Company engages Ms. Kam, who possesses all the requisite qualifications required under Rule 3.28 of the Listing Rules, to assist Mr. Sheng in his discharge of duties as a joint company secretary and in gaining the “relevant experience” as required under Note (2) to Rule 3.28 of the Listing Rules. Upon expiry of the three-year period, a further evaluation of the qualifications and experience of Mr. Sheng and the need for on-going assistance would be made.

Ms. Kam has also been appointed as an Authorized Representative of the Company, and Mr. Li Qingbo has been appointed as the Chief Financial Officer of the Company, respectively with effect from the Appointment Date.

Mr. Sheng Jie (盛杰), aged 37, is currently an executive director of the Company. Mr. Sheng is one of the co-founders of the Group, and has been the vice president of the Group since October 2009. He is responsible for the coordination of the Board’s affairs and overseeing the Group’s legal matters. Mr. Sheng joined Beijing ZMAC Advertising Co., Ltd. in April 2002, and served as deputy general manager. After the establishment of Beijing Wisdom Media Holding Co., Limited, he served as general executive manager from January 2007 to September 2009. Mr. Sheng has over 10 years of experience in the marketing communications industry. Mr. Sheng obtained a bachelor’s degree in English language from Shandong University (山東大學) in July 1998 and obtained a diploma in business management from the University of International Business and Economics (對外經濟貿易大學) in July 2009.

Ms. Kam Mei Ha Wendy (甘美霞), aged 46, is a director of Corporate Services Division at Tricor Services Limited (“**Tricor**”). Prior to joining Tricor, Ms. Kam served as manager of the company secretarial department of Tengis Limited and Ernst & Young in Hong Kong. Ms. Kam is a fellow member of both The Institute of Chartered Secretaries and Administrators in United Kingdom and The Hong Kong Institute of Chartered Secretaries and holds a Practitioner’s Endorsement Certificate from The Hong Kong Institute of Chartered Secretaries. Ms. Kam has been providing professional secretarial services for over 20 years.

Mr. Li Qingbo (李清波), aged 48, has extensive experience in accounting and financial management. He served as general manager of financial management & information department (財務管理信息化事業部) and partner of China Consultants of Advisory and Finance Management Co., Ltd. (中華財務諮詢有限公司) for ten years. Mr. Li joined the Group in 2010, and served as the chief financial officer of Beijing Wisdom Media Holdings Co., Limited, a subsidiary of the Company and general manager of financial centre of the Company. Mr. Li obtained his master's degree in economy from Nankai University (南開大學). He is also a Certified Public Accountant in the People's Republic of China.

The Board would like to take this opportunity to thank Mr. Leung for his contribution to the Company during his tenure and extend the warmest welcome to Dr. Shen, Ms. Kam and Mr. Li on joining the Company.

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

Hong Kong, 16 December 2013

As at the date of this announcement, the executive directors of the Company are Ms. Ren Wen, Mr. Sheng Jie and Mr. Zhang Han, the non-executive directors of the Company are Mr. Jin Haitao, Mr. Wang Shihong and Mr. Xu Jiongwei and the independent non-executive directors of the Company are Mr. Wei Kevin Cheng, Mr. Ip Kwok On Sammy and Mr. Jin Guoqiang.