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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **WISDOM HOLDINGS GROUP**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**WISDOM HOLDINGS GROUP**

**智美控股集团**

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

**(Stock code: 1661)**

**(I) RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
(II) RETIREMENT OF DIRECTORS AND  
RE-ELECTION OF RETIRING DIRECTORS;  
(III) APPOINTMENT OF NEW DIRECTORS;  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD, Shenzhen, the PRC on Thursday, 14 May 2015 at 2:00 p.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.wisdom-china.cn>).

If you are unable to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

14 April 2015

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## DEFINITIONS

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*In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD, Shenzhen, the PRC on 14 May 2015 (Thursday) at 2:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages 14 to 18 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Company”	Wisdom Holdings Group (智美控股集团), a company incorporated as an exempted company with limited liability in the Cayman Islands on 21 March 2012, the shares of which are listed on the Stock Exchange;
“connected person(s)”	has the meaning given to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares;
“Latest Practicable Date”	8 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Date”	11 July 2013, the date on which dealings in the Shares commenced on the Main Board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares;

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## DEFINITIONS

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“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of US\$0.00025 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time.

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LETTER FROM THE BOARD

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**WISDOM HOLDINGS GROUP**

**智美控股集团**

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

**(Stock code: 1661)**

*Executive Directors:*

Ms. Ren Wen (*Chairlady*)  
Mr. Sheng Jie  
Mr. Zhang Han  
Dr. Shen Wei

*Registered Office*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Non-executive Directors:*

Mr. Jin Haitao  
Mr. Xu Jiongwei

*Headquarters and Principal Place of  
Business in PRC*

3/F, B12C Universal Business Park  
10 Jiuxianqiao Road, Chaoyang District  
Beijing 100015, PRC

*Independent Non-executive Directors:*

Mr. Wei Kevin Cheng  
Mr. Ip Kwok On Sammy  
Mr. Jin Guoqiang

*Principal Place of Business  
in Hong Kong*

Room 2016, 20/F  
Hutchison House  
10 Harcourt Road  
Central, Hong Kong

14 April 2015

Dear Sir or Madam,

**(I) RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
(II) RETIREMENT OF DIRECTORS AND  
RE-ELECTION OF RETIRING DIRECTORS;  
(III) APPOINTMENT OF NEW DIRECTORS;  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of

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## LETTER FROM THE BOARD

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Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election or appointment of Directors; and (iv) give you notice of the AGM.

### GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares of not exceeding 20% of the total number of the issued Shares as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares of not exceeding 10% of the total number of the issued Shares as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed for the Shareholders at the AGM to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares purchased under the Repurchase Mandate, if granted.

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 1,609,045,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 321,809,000 Shares representing 20% of the total number of the issued Shares as at the date of the AGM.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to repurchase a maximum of 160,904,500 Shares representing 10% of the total number of the issued Shares at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

### RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS AND APPOINTMENT OF NEW DIRECTORS

Mr. Zhang Han was appointed as an executive Director with effect from 14 June 2013; Mr. Xu Jiongwei was appointed as a non-executive Director with effect from 14 June 2013 and Mr. Jin Guoqiang was appointed as an independent non-executive Director with effect from 14 June 2013. In accordance with Article 84 of the Articles, Mr. Zhang Han, Mr. Xu Jiongwei and Mr. Jin Guoqiang will retire from the office as Directors at the AGM by rotation, and being eligible, all of them will offer themselves for re-election at the AGM.

Particulars of Mr. Zhang Han, Mr. Xu Jiongwei and Mr. Jin Guoqiang, Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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Mr. Hu Xing has been proposed to be appointed as an executive Director and Mr. Hu Jianguo has been proposed to be appointed as an independent non-executive Director at the Board meeting held on 24 March 2015. Ordinary resolutions will be proposed to appoint Mr. Hu Xing as an executive Director and Mr. Hu Jianguo as an independent non-executive Director at the AGM. Particulars of Mr. Hu Xing and Mr. Hu Jianguo are set out in Appendix II to this circular.

### AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held at Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD, Shenzhen, the PRC on Thursday, 14 May 2015 at 2:00 p.m. is set out on pages 14 to 18 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

Pursuant to the Listing Rules and the Articles, any vote of shareholders at a general meeting must be taken by poll except where the chairlady decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules.

An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

### RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, appointment of new Directors and granting of the Repurchase Mandate and Issue Mandate and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

## **1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

## **2. FUNDING AND IMPACT OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 December 2014 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

## **3. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **4. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,609,045,000 Shares. Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the power of the Company to repurchase a maximum of 160,904,500 Shares, being 10% of the total number of issued Shares at the date of the AGM.

## **5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and Articles.



## **6. EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, Ms. Ren Wen was interested in 603,480,000 shares (approximately 37.51% of the issued share capital of the Company). In the event that the Repurchase Mandate was exercised in full, the interest of Ms. Ren Wen in the Company would be increased from approximately 37.51% to approximately 41.67%. On the basis of the aforesaid increase of shareholding, an exercise of the Repurchase Mandate in full will result in Ms. Ren becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. As the exercise of the Repurchase Mandate may result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

## **7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

**9. SHARE PRICES**

The highest and lowest prices per share at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2014</b>		
March	6.22	4.31
April	5.60	3.88
May	4.23	3.49
June	4.60	3.92
July	4.54	4.10
August	4.69	3.61
September	5.14	4.28
October	6.04	4.71
November	6.52	5.59
December	6.22	4.31
<b>2015</b>		
January	4.86	3.86
February	4.68	3.82
March	5.10	3.78
April (till the Latest Practicable Date)	6.80	5.09

Set out below are details of the proposed Directors to be re-elected or appointed at the AGM.

**Mr. Zhang Han (“Mr. Zhang”)**

*Position, experience and relationship*

Mr. Zhang Han (張晗), aged 36, was appointed an executive Director on 14 June 2013 and appointed a vice chairman of the Board on 24 March 2015. Mr. Zhang 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 Group’s sales and marketing operations and customer management. He served as deputy general manager of Beijing ZMAC Advertising Co., Ltd. from August 2003 to December 2006, and deputy general manager of Beijing Wisdom Media Holding Co., Limited (“**Beijing Wisdom Media**”) (北京智美傳媒股份有限公司) from January 2007 to September 2009. Mr. Zhang has over 11 years of experience in the marketing communications industry. Mr. Zhang obtained a diploma in law from Shaanxi Administrative Cadre Institute of Politics and Law (陝西省政法管理幹部學院) (now known as Shaanxi Police Officer Training College (陝西警官學院)) in July 1999 and obtained a diploma in journalism and communication from the Renmin University of China (中國人民大學) in July 2009. In addition, Mr. Zhang also obtained a master’s degree of business administration from China Europe International Business School in August 2014.

Mr. Zhang does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed above, Mr. Zhang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

*Interests in Shares*

*Long position in the shares of the associated corporation*

Name of director	Name of associated corporation	Approximate percentage of shareholding interest
Mr. Zhang Han	Beijing Wisdom Media (北京智美傳媒)	0.18%

Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

*Length of service and Director’s emoluments*

Mr. Zhang has entered into a director’s service agreement with the Company for a term of three years commencing on 14 June 2013. Mr. Zhang is currently entitled to receive an annual remuneration of RMB755,302 per annum excluding discretionary bonuses, which is determined with reference to his duties and responsibilities within the Company and the performance and results of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Zhang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Xu Jiongwei (“Mr. Xu”)***Position, experience and relationship*

Mr. Xu Jiongwei (徐炯煒), aged 39, was appointed a non-executive Director on 14 June 2013. Prior to joining the Group, Mr. Xu held various positions in China Securities Co., Ltd (中信建投證券股份有限公司), including assistant to general manager from January 2007 to January 2009, investment banking controller and executive director of the investment banking division from February 2009 to January 2011 and subsequently managing director, responsible for the investment banking business since February 2011. Mr. Xu graduated from Fudan University (復旦大學) with a bachelor’s degree in accounting in July 1997.

Mr. Xu does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed above, Mr. Xu does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xu was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

*Length of service and Director’s emoluments*

Mr. Xu has entered into a director’s appointment contract with the Company for a term of three years commencing on 14 June 2013. Mr. Xu is currently entitled to receive an annual remuneration of HK\$60,000 per annum excluding discretionary bonuses, which is determined with reference to his duties and responsibilities within the Company and the performance and results of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Xu that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Jin Guoqiang (“Mr. Jin”)***Position, experience and relationship*

Mr. Jin Guoqiang (金國強), aged 69, was appointed an independent non-executive Director on 14 June 2013. Mr. Jin has been an independent non-executive director of Beijing Wisdom Media since April 2011. Mr. Jin has been executive vice president and secretary general of the Television Branch of the China Advertising Association (中國廣告協會電視分會) since 2001. Before that, Mr. Jin served as deputy editor-in-chief of the Shaanxi Television Channel (陝西電視台) from 1992 to June 2001. Mr. Jin was appointed an advisor to the Cross Media Institute (泛媒體分賬研究院) in 2011. He has also been an executive officer of the Association of China Commercial Enterprise Management (中國商業企業管理協會市場營銷分會) and a member of its expert committee since December 2009. Mr. Jin was a member of the adjudication panel of the 2010 China Advertising Great-Wall Awards for Advertisers (2010年廣告主長城獎), and a member of the expert’s commission of the 17th China International Advertising Festival (中國國際廣告節) in 2010.

Mr. Jin does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed above, Mr. Jin does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Jin was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

*Length of service and Director’s emoluments*

Mr. Jin has entered into a director’s appointment contract with the Company for a term of three years commencing on 14 June 2013. Mr. Jin is currently entitled to receive an annual remuneration of HK\$60,000 per annum excluding discretionary bonuses, which is determined with reference to his duties and responsibilities within the Company and the performance and results of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Jin that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Hu Xing***Position, experience and relationship*

Mr. Hu Xing (胡興), aged 42, has been the investment director of Edmund Rothschild Assets Management Company (愛德蒙•羅思柴爾德基金管理公司) since May 2013. Before that, Mr. Hu Xing served as the vice director of the international investment department of Manulife Teda Fund Management Co., Ltd from March 2008 to May 2013. He has also been the fund manager of Salomon Oppenheim Group in ATLAS Assets Management Company from November 1996 to March 2008. Meanwhile, Mr. Hu Xing was awarded the up-and-coming fund manager in the N°3 market in France by Multi Ratings in 2005 and was elected as financial expert by Financial Expert in 2004. Mr. Hu Xing obtained his master's degree of business administration jointly issued by University of Paris and University of Montreal in June 2002.

Mr. Hu Xing does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed above, Mr. Hu Xing does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Hu Xing was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

*Length of service and Director's emoluments*

Subject to the approval of appointment of Mr. Hu Xing as an executive Director by the Shareholders at the AGM, the Company will enter into a service agreement with Mr. Hu Xing for a term of three years commencing from the date of the AGM but he is subject to retirement by rotation (at least once every three years) and re-election pursuant to the Articles.

Pursuant to the service agreement, Mr. Hu Xing will be entitled to remuneration of RMB1,852,327 per annum excluding discretionary bonuses, which is determined with reference to his duties and responsibilities within the Company and the performance and results of the Company.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Hu Xing that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Hu Jianguo***Position, experience and relationship*

Mr. Hu Jianguo (胡建國), aged 63, has held many positions in sports committees and international sports organizations since 2007, and successively served as secretary-general of International Dragon and Lion Dance Federation, deputy president of Asia Dragon and Lion Dance Federation, secretary of International Dragon Boat Federation, and secretary-general and president of Asia Dragon Boat Federation. He was the director of Social Sports Direction Centre of General Administration of Sport of China (國家體育總局社會體育指導中心) from March 2007 to January 2013, director and secretary of the Party Committee of Hockey, Softball and Baseball Management Centre (手曲棒壘運動管理中心) of General Administration of Sport from October 2005 to February 2007, deputy director, director and secretary of the Party Committee of Small Ball Management Centre (小球運動管理中心) of General Administration of Sport from December 1997 to September 2005. He also served as director of Hockey, Softball and Baseball Management Division of Training Department Two of State Physical Culture and Sports Commission from February 1992 to November 1997. Prior to that, Mr. Hu Jianguo held the positions of team manager and party branch secretary of China National Handball Team from February 1986 to January 1992. During that period, he participated in the preparation of the Eleven Asian Games in Beijing in 1990, and served as deputy director of handball competition commission. From April 1983 to January 1986, he served as the team manager and political commissar of handball team of the P.L.A. Sports Team. Mr. Hu Jianguo obtained his associate degree from People's Liberation Army Sports Institute in August 1985.

Mr. Hu Jianguo does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed above, Mr. Hu Jianguo does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Hu Jianguo was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

*Length of service and Director's emoluments*

Subject to the approval of appointment of Mr. Hu Jianguo as an independent non-executive Director by the Shareholders at the AGM, the Company will enter into a director's appointment contract with Mr. Hu Jianguo for a term of three years commencing from the date of the AGM but he is subject to retirement by rotation (at least once every three years) and re-election pursuant to the Articles.

Pursuant to the director's appointment contract, Mr. Hu Jianguo will be entitled to a director's fee of HK\$60,000 per annum excluding discretionary bonuses, which is determined with reference to his duties and responsibilities within the Company and the performance and results of the Company.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Hu Jianguo that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### WISDOM HOLDINGS GROUP

智美控股集团

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

**(Stock code: 1661)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Wisdom Holdings Group (the “Company”) will be held at Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD, Shenzhen, the PRC on 14 May 2015 (Thursday) at 2:00 p.m. for considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company and its subsidiaries for the year ended 31 December 2014.
2. To declare a final dividend for the year ended 31 December 2014.
3. To re-elect the following retiring directors of the Company and to authorize the board of directors of the Company to fix the respective directors’ remuneration:
  - (a) Mr. Zhang Han as an executive director of the Company;
  - (b) Mr. Xu Jiongwei as a non-executive director of the Company; and
  - (c) Mr. Jin Guoqiang as an independent non-executive director of the Company.
4. To appoint Mr. Hu Xing as an executive director of the Company and to authorize the board of directors of the Company to fix his remuneration (particulars of Mr. Hu Xing are set out in Appendix II to the circular of the Company dated 14 April 2015).
5. To appoint Mr. Hu Jianguo as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix his remuneration (particulars of Mr. Hu Jianguo are set out in Appendix II to the circular of the Company dated 14 April 2015).
6. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider, if thought fit, passing the following resolution:

**“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares of the Company) during or after the end of the Relevant Period;
- (C) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the total number of the shares of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

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## NOTICE OF ANNUAL GENERAL MEETING

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8. To consider, if thought fit, passing the following resolution:

**“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the total number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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9. To consider, if thought fit, passing the following resolution:

“**THAT** conditional upon the passing of Resolutions 7 and 8 as set out in this notice convening the AGM of which this Resolution forms part, the general mandate granted to the directors of the Company pursuant to Resolution 8 as set out in this notice convening the AGM of which this Resolution forms part be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution 7 as set out in this notice convening the AGM of which this Resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this Resolution.”

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

Hong Kong, 14 April 2015

**Notes:**

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the AGM or any adjournment thereof in cases where the AGM was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

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## NOTICE OF ANNUAL GENERAL MEETING

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7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 8 as set out in this notice is enclosed.
8. In order to determine the shareholders who will be qualified for attending and voting at the AGM, the register of members of the Company will be closed from Tuesday, 12 May 2015 to Thursday, 14 May 2015, both days inclusive. All completed transfer documents together with the relevant share certificate(s) must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 11 May 2015 for registration.
9. The record date for entitlement of the proposed final dividend is Thursday, 28 May 2015. For determining the entitlement to the proposed final dividend (if approved at the AGM), the register of members of the Company will be closed from Tuesday, 26 May 2015 to Thursday, 28 May 2015, both days inclusive. During such period, no share transfers will be effected. In order to qualify for the proposed final dividend, all transfer documents, accompanied by the relevant share certificate(s), must be lodged with the office of the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 22 May 2015. It is expected that the final dividend will be paid on Wednesday, 10 June 2015 in Hong Kong Dollars at the spot rate published by The People's Bank of China on 28 May 2015.
10. Details of each of the retiring directors proposed to be re-elected or appointed as a director of the Company at the AGM are set out in Appendix II to this circular.
11. A form of proxy for use at the AGM is enclosed.
12. The AGM is expected to last for two hours. Shareholders in person (or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses.

*As at the date of this notice, the executive directors of the Company are Ms. Ren Wen, Mr. Sheng Jie, Mr. Zhang Han and Dr. Shen Wei; the non-executive directors of the Company are Mr. Jin Haitao 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.*