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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 CHAIRMEN AND CHANGE OF PRESIDENT

## Appointment of Vice Chairmen

The board of directors (the “**Directors**”) (the “**Board**”) of Wisdom Holdings Group (the “**Company**”) and its subsidiaries (the “**Group**”) is pleased to announce that the appointment of Mr. Sheng Jie and Mr. Zhang Han as the vice chairmen of the Board was resolved by the Board at the meeting of the Board on March 24, 2015 with effect from the end of the meeting of the Board.

Details of Mr. Sheng Jie is as follows:

### Position, experience and relationship

**Mr. Sheng Jie (盛杰)** (“**Mr. Sheng**”), aged 39, was appointed an executive Director of the Company on March 21, 2012 and was re-elected on May 16, 2014. He was appointed as Joint Company Secretary of the Company on December 16, 2013. Mr. Sheng is also a member of the remuneration committee of the Company. Mr. Sheng is one of the co-founders of the Group, and a director of our subsidiaries, China Football Development Alliance Limited\* (中國足球發展聯盟有限公司) and China School Football Development Alliance Limited\* (中國校園足球發展聯盟有限公司). He 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.\* (北京智美奧成廣告有限公司) (“**ZMAC**”) in April 2002, and served as deputy general manager. After the establishment of Beijing Wisdom Media Holding Co., Limited (北京智美傳媒股份有限公司) (“**Beijing Wisdom Media**”), he served as general executive manager from January 2007 to September 2009. Mr. Sheng has over 12 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.

Mr. Sheng does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Sheng 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 and as at the date of this announcement.

### **Long position in the shares of the associated corporation of the Company**

<b>Name of director</b>	<b>Name of associated corporation</b>	<b>Approximate percentage of shareholding interest</b>
Mr. Sheng Jie	Beijing Wisdom Media	8.46%

Save as disclosed above, as far as the Directors are aware, as at the date of this announcement, Mr. Sheng was not interested or deemed to be interested in the shares of the Company or the associated corporations of the Company pursuant to Part XV of the Securities and Futures Ordinance.

### **Length of service and Director's emoluments**

Mr. Sheng entered into a director's service agreement with the Company for a term of three years commencing on March 21, 2012. Mr. Sheng Jie entered into a new director's service agreement with the Company on March 20, 2015 for a term of 3 years commencing on March 21, 2015. Mr. Sheng is currently entitled to receive an annual remuneration of RMB873,519 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.

Details of Mr. Zhang Han is as follows:

### **Position, experience and relationship**

**Mr. Zhang Han (張晗)** ("Mr. Zhang"), aged 36, was appointed an executive Director of the Company on June 14, 2013. 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 ZMAC from August 2003 to December 2006, and deputy general manager of Beijing Wisdom Media 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 and as at the date of this announcement.

### **Long position in the shares of the associated corporation of the Company**

<b>Name of director</b>	<b>Name of associated corporation</b>	<b>Approximate percentage of shareholding interest</b>
Mr. Zhang Han	Beijing Wisdom Media	0.18%

Save as disclosed above, as far as the Directors are aware, as at the date of this announcement, Mr. Zhang was not interested or deemed to be interested in the shares of the Company or the associated corporations of the Company pursuant to Part XV of the Securities and Futures Ordinance.

### **Length of service and Director's emoluments**

Mr. Zhang entered into a director's service agreement with the Company for a term of three years commencing on June 14, 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.

As at the date of this announcement, there is no other information that should be disclosed by Mr. Sheng and Mr. Zhang pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Ltd (the "**Listing Rules**"), and as far as the Company is aware, Mr. Sheng and Mr. Zhang do not and/or did not involve in any matters that should be disclosed. Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company.

### **Change of President**

The Board of the Company announces that Ms. Ren Wen, the chairlady of the Board and the president, resigned as the president of the Company on March 24, 2015 for the purpose of compliance with code provision A.2.1 as set out in Appendix 14 to the Listing Rules, with effect from the end of the meeting of the Board. With immediate effect, Ms. Ren Wen ceases to be the president of the Company but shall remain the position as an executive Director and the chairlady of the Board.

Ms. Ren has confirmed that she has no disagreement with the Board during her presidentship, and there are no matters that need to be brought to the attention of the shareholders of the Company in respect of her resignation as president.

The Board would like to take this opportunity to thank Ms. Ren for her contribution to the Company during her tenure as the president of the Company.

At the meeting of the Board held on March 24, 2015, Dr. Shen Wei (沈偉) was resolved to be appointed as the president of the Company with effect from the end of the meeting of the Board.

Details of Dr. Shen Wei is as follows:

### **Position, experience and relationship**

**Dr. Shen Wei (沈偉)** (“**Dr. Shen**”), aged 50, was appointed vice president of the Company on December 16, 2013 and appointed as an executive Director of the Company on May 16, 2014. He worked as director in numerous subsidiaries of the Group, including, among others, Jiangxi Wisdom Sports Culture Co., Ltd.\* (江西維世德體育文化有限公司) and Tianjin Wisdom Advertising Co., Ltd.\* (天津智美華復廣告有限公司). He is mainly responsible for the management of Wisdom Sports (as defined in the prospectus of the Company dated June 28, 2013). 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).

Dr. Shen does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Dr. Shen 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 and as at the date of this announcement.

### **Interests in Shares**

As far as the Directors are aware, as at the date of this announcement, Dr. Shen was not interested or deemed to be interested in the shares of the Company or the associated corporations of the Company pursuant to Part XV of the Securities and Futures Ordinance.

### **Length of service and Director’s emoluments**

Dr. Shen has entered into a director’s service agreement with the Company for a term of three years commencing on May 16, 2014. Dr. Shen is currently entitled to receive an annual remuneration of RMB899,920 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.

As at the date of this announcement, there is no other information that should be disclosed by Dr. Shen pursuant to paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and as far as the Company is aware, Dr. Shen does not and/or did not involve in any matters that should be disclosed. Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company.

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

Hong Kong, March 24, 2015

*As at the date of this announcement, 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 nonexecutive directors of the Company are Mr. Wei Kevin Cheng, Mr. Ip Kwok On Sammy and Mr. Jin Guoqiang.*

\* *For identification purpose only*