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## WISDOM HOLDINGS GROUP

智美控股集团

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1661)

### POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 16 MAY 2014

At the annual general meeting (the “AGM”) of Wisdom Holdings Group (the “Company”) held on 16 May 2014, all the proposed resolutions as set out in the notice of the AGM dated 11 April 2014 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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 2013.	1,064,800,010 (99.94%)	593,000 (0.06%)
2.	To declare a final dividend of RMB0.093 per share for the year ended 31 December 2013.	1,065,393,010 (100.00%)	0 (0%)
3.	(i) To re-elect the following retiring directors of the Company:		
	(a) Ms. Ren Wen as an executive director of the Company	1,056,789,010 (99.19%)	8,604,000 (0.81%)
	(b) Mr. Sheng Jie as an executive director of the Company	1,056,789,010 (99.19%)	8,604,000 (0.81%)
	(ii) To authorize the board of directors of the Company to fix the respective directors' remuneration.	1,065,393,010 (100.00%)	0 (0%)
4.	(i) To appoint Dr. Shen Wei as an executive director of the Company.	1,064,800,010 (99.94%)	593,000 (0.06%)
	(ii) To authorize the board of directors of the Company to fix the remuneration of the director.	1,065,393,010 (100.00%)	0 (0%)
5.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.	1,054,489,010 (98.98%)	10,904,000 (1.02%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
6.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	919,549,009 (86.31%)	145,844,001 (13.69%)
7.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	1,065,393,010 (100.00%)	0 (0%)
8.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by the aggregate nominal amount not exceeding the amount of the shares repurchased by the Company.	957,231,009 (89.85%)	108,162,001 (10.15%)

*Notes:*

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 8, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 1,609,045,000 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 1,609,045,000 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated 11 April 2014 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

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

Hong Kong, 16 May 2014

*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 non-executive directors of the Company are Mr. Wei Kevin Cheng, Mr. Ip Kwok On Sammy and Mr. Jin Guoqiang.*