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WISDOM HOLDINGS GROUP

智美控股集团

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1661)

VOLUNTARY ANNOUNCEMENT UPDATE ON THE DISCLOSURE OF INTERESTS OF SUBSTANTIAL SHAREHOLDER

This announcement is made by Wisdom Holdings Group (the “**Company**”) as a voluntary announcement to allow the public to understand the latest information of the Company.

Top Car Co., Ltd. (“**Top Car**”) currently holds 110,075,000 shares of the Company. The original shareholders of Top Car were three natural persons, namely Ms. Ren Wen (“**Ms Ren**”), Mr. Sheng Jie (“**Mr. Sheng**”) and Mr. Zhang Han (“**Mr. Zhang**”), who are the executive directors of the Company. As 88.42% of the shares of Top Car were held by Ms. Ren, the Chairlady of the Company (each of Mr. Sheng and Mr. Zhang held 5.79% of the shares of Top Car) and she was the sole director of Top Car, Ms. Ren was deemed to be the owner of the 110,075,000 shares of the Company held by Top Car pursuant to the Securities and Futures Ordinance.

The board of directors (the “**Board**”) of the Company has been advised that, in order to demonstrate the confidence of the Company’s senior management in developing and working corporately, Ms. Ren has transferred part of her equity interests in Top Car at par value to Mr. Sheng, Mr. Zhang and Dr. Shen Wei (“**Dr. Shen**”), an executive director of the Company, respectively, on 23 May 2014. Subsequent to the completion of the transfer, Top Car is held as to 29.99% by Ms. Ren, 29.07% by Mr. Sheng, 13.69% by Mr. Zhang and 27.25% by Dr. Shen, respectively. Top Car has resolved to

appoint Mr. Sheng, Mr. Zhang and Dr. Shen as three new directors, and Ms. Ren would no longer be a director of Top Car, with effect from 23 May 2014. Pursuant to the Securities and Futures Ordinance, Ms. Ren will no longer be deemed to be the owner of the 110,075,000 shares of the Company held by Top Car. The Company has received the disclosure of interests filings made by Ms. Ren in respect of this transfer.

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

Hong Kong, 23 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.