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WISDOM HOLDINGS GROUP

智美控股集团

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1661)

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION, STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option has been partially exercised by the Joint Global Coordinators on behalf of the International Underwriters on August 2, 2013 in respect of 9,045,000 Over-allotment Shares (as defined below), representing approximately 2.26% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, for the purpose of covering over-allocations in the International Offering.

The Over-allotment Shares will be issued and allotted by the Company at HK\$2.11 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share in connection with the Global Offering.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company announces that the stabilization period in connection with the Global Offering will end on August 3, 2013. Stabilizing actions undertaken by Macquarie Capital Securities Limited, as stabilizing manager, its affiliates or any person acting for it during the stabilization period (the “**Stabilizing Manager**”) involved:

- (i) over-allocations of an aggregate of 20,000,000 Shares in the International Offering, representing 5% of the number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (ii) the borrowing of an aggregate of 20,000,000 Shares from Queen Media pursuant to the Stock Borrowing Agreement to cover over-allocations in the International Offering;
- (iii) market purchases of a total of 12,194,000 Shares in the price range of HK\$1.92 to HK\$2.11 per Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) during the stabilization period. The last purchase in the course of stabilizing actions was made on August 2, 2013 at the price of HK\$2.11 per Share;
- (iv) the sale of an aggregate of 1,239,000 Shares in the price range of HK\$2.25 to HK\$2.33 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%) on the market during the stabilization period; and
- (v) the partial exercise of the Over-allotment Option by the Joint Global Coordinators on behalf of the International Underwriters on August 2, 2013 in respect of an aggregate of 9,045,000 Over-allotment Shares, representing approximately 2.26% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option.

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option has been partially exercised by the Joint Global Coordinators on behalf of the International Underwriters on August 2, 2013 in respect of 9,045,000 Shares (the “**Over-allotment Shares**”), representing approximately 2.26% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, for the purpose of covering over-allocations in the International Offering.

The Over-allotment Shares will be issued and allotted by the Company at HK\$2.11 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share in connection with the Global Offering.

Listing of and permission to deal in the Over-allotment Shares have already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange on August 7, 2013.

The shareholding structure of the Company immediately before and after the issue and allotment of the Over-allotment Shares by the Company is as follows:

Shareholder	Immediately before the issue and allotment of the Over-allotment Shares		Immediately after the issue and allotment of the Over-allotment Shares	
	<i>Number of Shares</i>	<i>Approximate % of issued share capital</i>	<i>Number of Shares</i>	<i>Approximate % of issued share capital</i>
Queen Media (<i>Note 1</i>)	603,480,000	37.72%	603,480,000	37.51%
Top Car (<i>Note 2</i>)	103,680,000	6.48%	103,680,000	6.44%
Lucky Go (<i>Note 2</i>)	180,840,000	11.30%	180,840,000	11.24%
Other Shareholders (including public Shareholders)	712,000,000	44.50%	721,045,000	44.81%
	<u>1,600,000,000</u>	<u>100.00%</u>	<u>1,609,045,000</u>	<u>100.00%</u>

Notes:

1. The entire issued share capital of Queen Media is the trust asset of the SKY Trust, which was founded by Ms. Ren Guozun as settlor and managed by Credit Suisse Trust Limited as trustee for the SKY Trust, which is a trust established in accordance with the laws of Guernsey. The discretionary beneficiaries of the SKY Trust include Ms. Ren Guozun and her family members.
2. Ms. Ren Guozun holds approximately 88.42% of the equity interest in Top Car and approximately 33.13% of the equity interest in Lucky Go. Ms. Ren Guozun is the sole director of Top Car and Lucky Go. Therefore, Ms. Ren Guozun is deemed or taken to be interested in all Shares held by Top Car and Lucky Go for the purposes of the SFO.

The additional net proceeds to be received by the Company upon issue and allotment of the Over-allotment Shares are estimated to be approximately HK\$18.6 million (after deducting the underwriting commissions and any estimated expenses payable by the Company in connection with the issue of the Over-allotment Shares) which will be used by the Company proportionally for the same purposes as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

The Company continues to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules that at least 25% of the Company's issued share capital must at all times be held by the public. No new Shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 10.08 of the Listing Rules.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

This announcement is made pursuant to Section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). The Company announces that the stabilization period in connection with the Global Offering will end on August 3, 2013, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. However, given that August 3, 2013 is a non-trading day for the Stock Exchange's markets, the stabilizing actions have ended on August 2, 2013.

The stabilizing actions undertaken by the Macquarie Capital Securities Limited, as the stabilizing manager, its affiliates or any person acting for it during the stabilization period from July 11, 2013 to August 3, 2013 involved:

- (i) over-allocations of an aggregate of 20,000,000 Shares in the International Offering, representing 5% of the number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (ii) the borrowing of an aggregate of 20,000,000 Shares from Queen Media pursuant to the Stock Borrowing Agreement to cover over-allocations in the International Offering;
- (iii) market purchases of a total of 12,194,000 Shares in the price range of HK\$1.92 to HK\$2.11 per Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) during the stabilization period. The last purchase in the course of stabilizing actions was made on August 2, 2013 at the price of HK\$2.11 per Share;
- (iv) the sale of an aggregate of 1,239,000 Shares in the price range of HK\$2.25 to HK\$2.33 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%) on the market during the stabilization period; and
- (v) the partial exercise of the Over-allotment Option by the Joint Global Coordinators on behalf of the International Underwriters on August 2, 2013 in respect of an aggregate of 9,045,000 Over-allotment Shares, representing approximately 2.26% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option.

By order of the Board
Wisdom Holdings Group
Ren Guozun
(also known as Ren Wen)
Chairlady and Executive Director

Hong Kong, Friday, August 2, 2013

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