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WISDOM VENTURE HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock code : 554)

DELAY IN DESPATCH OF CIRCULAR AND FURTHER EXTENSION OF PUT OPTION EXERCISE PERIOD

Delay in despatch of Circular

The deadline for despatch of the Circular in relation to, among other things, the transactions contemplated under the Acquisition Agreement and the Put Option Exercise will be extended from 4 November 2004 to 25 November 2004.

Further Extension of Put Option Exercise Period

On 3 November 2004, Good Partner, Mr. Lee and the Company entered into the Second Supplemental Shareholders' Agreement to further extend the expiry date of the Put Option exercise period from 2 December 2004 to 31 January 2005. All the other terms and conditions relating to the Put Option under the Shareholders' Agreement shall remain unchanged, and no additional consideration shall be paid for such further extension.

DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcement of the Company dated 13 October 2004 (the "Announcement"). Terms used herein, unless otherwise defined, have the same meanings as in the Announcement.

Rule 14.38 of the Listing Rules requires the Company to send its circular (the "Circular") to the Shareholders within 21 days after publication of the Announcement, which is on or before 4 November 2004. As additional time is required by the Company to compile certain information, including the financial results of the Group for the six months ended 30 September 2004 and the letter from the independent financial adviser, to be included in the Circular, the Company has applied to and has obtained a waiver from the Stock Exchange for an extension of the deadline for the despatch of the Circular from 4 November 2004 to 25 November 2004.

FURTHER EXTENSION OF PUT OPTION EXERCISE PERIOD

Reference is also made to the announcement of the Company dated 2 April 2004 in relation to the first extension of the expiry date of the Put Option exercise period from 14 June 2004 to 2 December 2004.

As stated in the Announcement, the Company proposes to exercise the Put Option under the Shareholders' Agreement pursuant to which the Company would dispose of its 51% of the issued share capital of Capital Nation to Good Partner at the price of HK\$96.9 million upon completion of the Acquisition Agreement. The Directors anticipate that completion of the Acquisition Agreement will not take place on or before 2 December 2004 and consider it necessary to further extend the Put Option exercise period.

On 3 November 2004, Good Partner, Mr. Lee and the Company entered into the second supplemental shareholders' agreement (the "Second Supplemental Shareholders' Agreement") to further extend the expiry date of the Put Option exercise period from 2 December 2004 to 31 January 2005. All the other terms and conditions relating to the Put Option under the Shareholders' Agreement shall remain unchanged, and no additional consideration shall be paid for such extension.

The following two conditions imposed by the Stock Exchange as set out in the circular of the Company dated 21 May 2002 shall continue to apply during the further extended Put Option exercise period:

1. if following the exercise of the Put Option the Group's assets consist wholly or substantially of cash and the Stock Exchange, based on the then circumstances of the Company, considers the exercise of the Put Option to be similar to a withdrawal of listing by the Company, the Company will not exercise the Put Option unless it has obtained (i) the advice of an independent financial adviser; and (ii) the prior approval of three-fourths in value of Shareholders and holders of any other class of listed securities of the Company (other than the then Directors, chief executive, any controlling Shareholder and their respective associates (as defined under the Listing Rules)) present and voting, either in person or by proxy, at a general meeting of the Shareholders; and
2. if the Put Option is not exercised by the second month prior to the expiry of the further extended option exercise period and the Board has decided not to exercise the Put Option, the Company will obtain the advice of an independent financial adviser and seek the confirmation of a simple majority in value of the Shareholders (other than the then Directors, chief executive and any controlling Shareholder and their respective associates (as defined under the Listing Rules)) as to whether or not the Put Option should be exercised.

As at the date of this announcement, Mr. David An, Ms. Feng Ya Lei, Mr. Zhou Nan Zheng and Ms. Kwan Po Wan are executive Directors, and Mr. Li Wai Keung, Mr. Liu Jian and Mr. Liu Wei are independent non-executive Directors.

By Order of the Board
Wisdom Venture Holdings Limited
David An
Chairman

Hong Kong, this 3rd day of November 2004

Please also refer to the published version of this announcement in the (The Standard)