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If you have sold or transferred all your shares in **WISDOM SPORTS GROUP**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WISDOM SPORTS GROUP

智美體育集團

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1661)

- (I) RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES;
(II) RE-ELECTION OF RETIRING DIRECTORS;
(III) RE-APPOINTMENT OF AUDITORS;
(IV) PROPOSED CHANGE OF COMPANY NAME;
AND
(V) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 2 Portion, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 28 June 2024 at 3:00 p.m. is set out on pages 25 to 30 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<https://www.hkexnews.hk>) and the Company (<http://www.wisdomsports.com.cn>).

If you are unable to attend the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

6 June 2024

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DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at 2 Portion, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 28 June 2024 at 3:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages 25 to 30 of this circular;
“Articles”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time;
“Auditors”	the auditor of the Company;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Board Diversity Policy”	the board diversity policy of the Company;
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to buy back Shares of up to 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate;
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“close associates”	has the same meaning as defined in the Listing Rules;
“Company”	Wisdom Sports Group (智美體育集團), a company incorporated as an exempted company with limited liability in the Cayman Islands on 21 March 2012, the shares of which are listed on the Stock Exchange;
“connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Director Nomination Policy”	the director nomination policy of the Company;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with (including any sale or transfer of treasury Shares out of treasury) new Shares of up to 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate;
“Latest Practicable Date”	30 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
Proposed Change of Company Name	the proposed change of the English name of the Company from “Wisdom Sports Group” to “China Frontier Technology Group” and to adopt the Chinese name “中國前沿科技集團” as the new dual foreign name of the Company in place of the existing Chinese name “智美體育集團”
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of US\$0.00025 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time;
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 and as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



WISDOM

WISDOM SPORTS GROUP

智美體育集團

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1661)

Executive Directors:

Ms. Ren Wen (*Co-chairlady*)
Mr. Wong Man Keung (*Co-chairman*)
Ms. Ren Song (*Co-chairlady*)
Mr. Sheng Jie (*Vice chairman*)
Mr. Chang Haisong
Ms. Wang Jie
Ms. Zhang Jingjing

Independent Non-executive Directors:

Mr. Chen Zhijian
Mr. Jin Guoqiang
Ms. Gao Wenjuan
Ms. Leung Hiu Man

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Headquarters and Principal Place of

Business in the PRC:

No. 020, Room 303, 3rd Floor,
Block 10, Courtyard No.2,
No.2 Shangjialou Road
Chaoyang District, Beijing, PRC

Principal Place of Business in Hong Kong:

Room B, 23/F
Yardley Commercial Building
3 Connaught Road West
Sheung Wan, Hong Kong

6 June 2024

Dear Sir or Madam,

**(I) RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES;
(II) RE-ELECTION OF RETIRING DIRECTORS;
(III) RE-APPOINTMENT OF AUDITORS;
(IV) PROPOSED CHANGE OF COMPANY NAME;
AND
(V) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give Shareholders notice of the forthcoming AGM and information regarding resolutions to be proposed at the AGM, in particular, the proposed resolutions to approve: (i) the grant to the Board of the Issue Mandate and the Buy-back Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares bought back pursuant to the Buy-back Mandate; (ii) the re-election of the retiring Directors; (iii) the re-appointment of Auditors; and (iv) the Proposed Change of Company Name. This circular also sets out an explanatory statement regarding the Buy-back Mandate, and gives the Shareholders the notice of the AGM.

GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with (including any sale or transfer of treasury Shares) new Shares of not exceeding 20% of the total number of the issued Shares (excluding any treasury Shares) as at the date of passing of the proposed resolution at the AGM (the Issue Mandate as defined in this circular); and
- (ii) to buy back Shares of not exceeding 10% of the total number of the issued Shares (excluding any treasury Shares) as at the date of passing of the proposed resolution at the AGM (the Buy-back Mandate as defined in this circular).

In addition, a separate ordinary resolution will be proposed for the Shareholders at the AGM to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate and the number of Shares bought back under the Buy-back Mandate, if granted.

The Directors have no present intention to exercise the Issue Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 1,902,942,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no further Shares will be issued and/or bought back by the Company prior to the AGM, the Company will be allowed to issue (or sale or transfer out of treasury) a maximum of 380,588,400 Shares representing 20% of the total number of the issued Shares as at the date of the AGM.

Subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors and on the basis that no further Shares will be issued and/or bought back by the Company prior to the AGM, the Company will be allowed to buy back a maximum of 190,294,200 Shares representing 10% of the total number of the issued Shares as at the date of the AGM.

An explanatory statement containing information regarding the Buy-back Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

Details of the Issue Mandate and the Buy-back Mandate are set out in items 4 and 5 of the AGM Notice.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Further, according to Article 83 of the Articles, any Director appointed by the Board either to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

At the AGM, in accordance with Articles 83 and 84 and in the opinion of the Board, Ms. Ren Wen, Mr. Wong Man Keung, Ms. Ren Song, Mr. Sheng Jie, Mr. Chang Haisong, Ms. Wang Jie, Ms. Zhang Jingjing, Mr. Chen Zhijian (“**Mr. Chen**”), Mr. Jin Guoqiang (“**Mr. Jin**”), Ms. Gao Wenjuan (“**Ms. Gao**”) and Ms. Leung Hiu Man (“**Ms. Leung**”) will retire and, being eligible, will offer themselves for re-election.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and Director Nomination Policy and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board the re-election of all the retiring Directors.

For the proposed re-election of Mr. Chen, Mr. Jin, Ms. Gao and Ms. Leung as independent non-executive Directors, the Board and the Nomination Committee have considered the potential contribution the relevant Directors can bring to the Board in terms of qualification, skills, experience and independence, taking into account the relevant Directors’ biographical information and background, and considering various factors including but not limited to gender, age, cultural and educational background and professional experience as set out in the Board Diversity Policy of the Company.

The Board has considered the valuable business experience, knowledge and professionalism of each of Mr. Chen, Mr. Jin, Ms. Gao and Ms. Leung. In addition, the Board has also assessed the independence of each of Mr. Chen, Mr. Jin, Ms. Gao and Ms. Leung, by reference to the independence guidelines as set out in Rule 3.13 of the Listing Rules and has also received a confirmation from each of Mr. Chen, Mr. Jin, Ms. Gao and Ms. Leung, in respect of his/her independence. Taking into account the above factors, the Board is satisfied that each of Mr. Chen, Mr. Jin, Ms. Gao and Ms. Leung, is independent and possesses the qualifications, skills and experience that can bring further contributions to the Board and its diversity.

Biographical details of each of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITORS

Elite Partners CPA Limited will retire as the Auditors at the AGM. The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Elite Partners CPA Limited as the Auditors and to hold office until the conclusion of the next annual general meeting of the Company; and the Board proposed it be authorised to fix the remuneration of the Auditors.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “Wisdom Sports Group” to “China Frontier Technology Group” and to adopt the Chinese name “中國前沿科技集團” as the new dual foreign name of the Company in place of the existing Chinese name “智美體育集團”.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the AGM; and
- (ii) the approval of the Registrar of Companies in Cayman Islands having been obtained for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date the Registrar of Companies in Cayman Islands enters the new English name of the Company in place of its existing English name and enters the new dual foreign name of the Company in place of its existing dual foreign name on the register maintained by the Registrar of Companies in Cayman Islands. Thereafter, the Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board is of the opinion that the Proposed Change of Company Name will better provide the Company with a new corporate image and identity. In light of the further business diversification and enhancement of the existing business of the Group, the Board considers that the new name of the Company of “China Frontier Technology Group” can more accurately reflect the corporate nature of the Group. The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company’s daily business operation and its financial position.

LETTER FROM THE BOARD

Once the Proposed Change of Company Name becomes effective, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company will, after the Proposed Change of Company Name has become effective, continue to be effective as documents of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new English and dual foreign name of the Company. Once the Proposed Change of Company Name has become effective, share certificates will be issued in the new names of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

The Company will make further announcement(s) as and when appropriate on the results of the AGM, the effective date(s) of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company for trading in its securities on the Stock Exchange.

BOOK CLOSURE FOR AGM ATTENDANCE

In order to ascertain the right to attend the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive) during which period no transfer of Share(s) will be registered.

Shareholders are reminded that in order to be entitled to attend the AGM, all properly completed transfer form(s) accompanied by the relevant share certificate(s) must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 24 June 2024.

AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held at 2 Portion, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Friday 28 June 2024 at 3:00 p.m. is set out on pages 25 to 30 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, if you so wish.

An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that (i) the granting of the Buy-back Mandate and Issue Mandate, the extension of the Issue Mandate, (ii) the re-election of retiring Directors, (iii) the re-appointment of Auditors and (iv) the Proposed Change of Company Name are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the shareholders at a general meeting must be taken by poll except where the chairman of the annual general meeting in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of AGM will be taken by way of poll. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

Neither the explanatory statement nor the proposed share repurchase has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. Your attention is also drawn to the additional information set out in the appendices to this circular.

By Order of the Board

Wisdom Sports Group

Ren Wen

Co-chairlady and Executive Director

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Buy-back Mandate pursuant to Rule 10.06(1)(b) of the Listing Rules. For the purpose of this appendix, the term “shares” shall be as defined in the Takeovers Code to mean shares of all classes and securities which carry a right to substitute or purchase shares.

1. STOCK EXCHANGE RULES FOR BUY-BACKS OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed buy-backs of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be bought back must be fully paid up.

2. FUNDING AND IMPACT OF SHARE BUY-BACKS

Any share buy-back will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. Taking into consideration of the financial position of the Company as at 31 December 2023 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy-backs were to be carried out in full during the proposed buy-back period.

The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR SHARE BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to buy back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

4. SHARE CAPITAL

As at the Latest Practicable Date, a total of 1,902,942,000 Shares were in issue. Subject to the passing of the relevant ordinary resolution to approve the Buy-back Mandate and assuming no Shares are issued and/or bought back by the Company between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the power of the Company to buy back a maximum of 190,294,200 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

5. UNDERTAKING OF THE DIRECTORS

The Directors will exercise the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Buy-back Mandate.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the proposed Buy-back Mandate is granted, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make buy-back of Shares.

8. SHARE BUY-BACKS MADE BY THE COMPANY

The Company did not buy back any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices per share at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
May	0.088	0.070
June	0.080	0.062
July	0.088	0.066
August	0.081	0.045
September	0.070	0.058
October	0.065	0.052
November	0.057	0.046
December	0.098	0.048
2024		
January	0.092	0.043
February	0.145	0.059
March	0.208	0.119
April	0.184	0.128
May (till the Latest Practicable Date)	0.222	0.136

Set out below are the biographical details of the proposed Directors to be re-elected and appointed at the AGM:

Ms. Ren Wen

Position, experience and relationship

Ms. Ren Wen (任文女士), also known as Ms. Ren Guozun (任國尊女士), aged 48, is the founder of the Group and is the co-chairlady of the Board. She founded Beijing Wisdom Media in 2007, and led the Company to its listing on the Main Board of the Stock Exchange in July 2013. Ms. Ren Wen was appointed as the deputy chairlady of Chinese Sports Culture Promotion Federation (中國體育文化促進會) in 2014. She obtained a diploma in journalism from the Beijing Broadcasting Institute (北京廣播學院) (currently known as the Communication University of China (中國傳媒大學)) in January 2000. Ms. Ren Wen is a director of Queen Media Co., Ltd., which has an interest in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, Ms. Ren Wen does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules), and she did 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.

Interests in Shares

(i) Long position in the Shares

Name of Director	Nature of interest	Number of shares	Approximate percentage of shareholding interest
Ms. Ren Wen	Founder of discretionary trust (Note 1)	202,780,000	10.66%
	Interest of controlled corporations (Note 2)	87,761,000	4.61%

Notes:

- These 202,780,000 Shares were held by Queen Media. The entire issued share capital of Queen Media was owned by Trust Co, whose entire issued share capital was the trust asset of the SKY Trust, which was founded by Ms. Ren Wen as settlor and managed by Credit Suisse Trust Limited as trustee for the SKY Trust, which was a trust established in accordance with the law of Guernsey. The discretionary beneficiaries of the SKY Trust included Ms. Ren Wen and her family members. Accordingly, Ms. Ren Wen was deemed or taken to be interested in all the Shares held by Queen Media for the purpose of the SFO.

2. Out of the 87,761,000 Shares, 64,971,000 Shares were held by Lucky Go Co., Ltd. and 22,790,000 Shares were held by Top Car Co., Ltd. Ms. Ren Wen held 100% equity interest in Lucky Go Co., Ltd. and 43.69% equity interest in Top Car Co., Ltd., respectively, and hence was deemed or taken to be interested in all the Shares held by Lucky Go Co., Ltd. and Top Car Co., Ltd. for the purpose of the SFO.

(ii) *Long position in the shares of the associated corporations*

Name of Director	Nature of interest	Approximate percentage of shareholding interest
Ms. Ren Wen	Beijing Wisdom Media Holding Co., Ltd (北京智美傳媒股份有限公司) (“ Beijing Wisdom Media ”) (Note 1)	91.54%
	First AI Sports Technology (Shenzhen) Co., Ltd* (第一智能體育科技(深圳)有限公司) (Note 2)	100%

Notes:

1. Beijing Wisdom Media is an indirect subsidiary of the Company controlled through structured contracts. Accordingly, Beijing Wisdom Media is an associated corporation of the Company within the meaning of Part XV of the SFO; and
2. A wholly-owned subsidiary of Beijing Wisdom Media.

Save as disclosed above and as far as the Directors are aware, as at the Latest Practicable Date, Ms. Ren Wen was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

Length of service and Director’s emoluments

Ms. Ren Wen has entered into a service contract with the Company for the period commencing from 20 March 2018 to the date of the 2021 annual general meeting of the Company and was further renewed for a period commencing from 20 March 2021 to the date of the 2024 annual general meeting of the Company. Ms. Ren Wen is currently entitled to receive a remuneration in the total sum of RMB1,167,600 per annum excluding discretionary bonuses, which is determined with reference to her duties and responsibilities within the Company and the performance and results of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Ren Wen that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wong Man Keung (“Mr. Wong”)**Position, experience and relationship**

Mr. Wong Man Keung (黃文強先生), aged 56, is a member of the Institute of Certified Management Accountants of Australia. Mr. Wong has extensive experience in direct investment, commercial banking and manufacturing in the People’s Republic of China. From November 2011 to January 2017, Mr. Wong was appointed as an executive director and chief executive officer of Green International Holdings Limited, whose shares are listed on main board of the Stock Exchange (stock code: 2700). From November 2017 to March 2020, Mr. Wong was appointed as an executive director of Lamtex Holdings Limited, whose shares were formerly listed on the main board of the Stock Exchange (stock code: 1041). From January 2024, Mr. Wong was appointed as an executive director of Golden Century International Holdings Group Limited, whose shares are listed on main board of the Stock Exchange (stock code: 91).

Save as disclosed above, Mr. Wong does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules), and he did 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.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wong was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

Length of service and Director’s emoluments

Mr. Wong has entered into a service agreement as an executive Director with the Company for a period of three year from the date of appointment. He will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Articles. Mr. Wong is entitled to a director’s fee of HK\$360,000 per year, which was determined by the Board with reference to the current market conditions and may be reviewed from time to time at the discretion of the Board.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Wong that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Ms. Ren Song**Position, experience and relationship**

Ms. Ren Song (任松女士), aged 47, graduated with a bachelor’s degree in economic management. Ms. Ren Song has extensive experience in organizing, promoting and operating of large scales events. In 1998, Ms. Ren Song served at NARI Group Corporation and was responsible for team training. Since then, Ms. Ren Song has been working in the management role and has outstanding performance in relation to

human resource management, administration, marketing, operations, financing and government relations. Ms. Ren Song has also won various industry awards for her companies over the years. Ms. Ren Song has rich experience in organizing and promoting large-scale events. In recent years, Ms. Ren Song has started to collaborate with many world organizations, such as the United Nations Industrial Development Organization, the World Health Organization, the World Wildlife Fund, etc. to co-organize large-scale events and is fully responsible for the preparation of the preparation, operation and promotion work.

Save as disclosed above, Ms. Ren Song does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules), and she did 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.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Ren Song was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

Length of service and Director's emoluments

Ms. Ren Song has entered into a service agreement as an executive Director with the Company for a period of three year from the date of appointment. She will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Articles. Ms. Ren Song is entitled to a director's fee of HK\$300,000 per year, which was determined by the Board with reference to the current market conditions and may be reviewed from time to time at the discretion of the Board.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Ren Song that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. Sheng Jie ("Mr. Sheng")

Position, experience and relationship

Mr. Sheng Jie (盛杰先生), aged 48, is one of the co-founders of the Group. He was previously appointed as an executive Director on 21 March 2012 and has also acted as the Company's joint company secretary and a member of the Remuneration Committee of the Board. He had resigned from his directorship in the Company on 26 August 2016 and left the Group in order to serve as the vice chairman of Shenzhen Zhimei Investment Co., Ltd. (深圳智美投资有限公司). In July 2018, he re-joined the Group as a vice president of the Group and was subsequently appointed as an executive Director on 2 January 2019 and an authorised representative of the Company on 30 December 2019. Mr. Sheng has over 20 years of experience in the marketing communications industry, sports communications industry as well as the corporate finance and capital markets sector. Mr. Sheng obtained a bachelor's degree in English language from Shandong

University in July 1998, a diploma in business management from the University of International Business and Economics in July 2009 and a master's degree in business administration from Peking University on 3 January 2020.

Save as disclosed above, Mr. Sheng does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules), and he did 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.

Interests in Shares

Name of Director	Name of associated corporation	Approximate percentage of shareholding interest
Mr. Sheng	Beijing Wisdom Media	8.46%

Save as disclosed above and as far as the Directors are aware, as at the Latest Practicable Date, Mr. Sheng was not interested or deemed to be interested in the Shares or the shares of the associated corporations of the Company pursuant to Part XV of the SFO.

Length of service and Director's emoluments

Mr. Sheng has entered into a service contract with the Company for a term of three years commencing from 2 January 2019 and was further renewed for a period of three years commencing from 2 January 2022 to 1 January 2025, subject to the provision of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and the Listing Rules. Mr. Sheng is currently entitled to receive a remuneration in the total sum of RMB180,000 plus HK\$120,000 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. Upon re-election Mr. Sheng's monthly remuneration will remain unchanged.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Sheng that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chang Haisong ("Mr. Chang")

Position, experience and relationship

Mr. Chang Haisong (常海松先生), aged 42, completed his EMBA programme at Cheung Kong Graduate School of Business in September 2018. Mr. Chang is highly knowledgeable in finance, securities trading, equity investment, and mergers and acquisitions with over ten years of experience.

Save as disclosed above, Mr. Chang does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules), and he did 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.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chang was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

Length of service and Director's emoluments

Mr. Chang has entered into a service contract as an executive Director with the Company for a period of one year from the date of appointment. He will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Articles. Mr. Chang is entitled to a director's fee of HK\$360,000 per year, which was determined by the Board with reference to the current market conditions and may be reviewed from time to time at the discretion of the Board.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Chang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Ms. Wang Jie ("Ms. Wang")**Position, experience and relationship**

Ms. Wang Jie ("王潔女士"), aged 44, holds a bachelor's degree in administrative management from the East China University of Science and Technology's Online Education College. With extensive experience in educational management and human resources, Ms. Wang excels in organizational planning, talent development, and team management.

Save as disclosed above, Ms. Wang does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules), and she did 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.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Wang was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

Length of service and Director's emoluments

Ms. Wang has entered into a service contract as an executive Director with the Company for a period of one year from the date of appointment. She will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Articles. Ms. Wang is entitled to a director's fee of HK\$360,000 per year, which was determined by the Board with reference to the current market conditions and may be reviewed from time to time at the discretion of the Board.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Wang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Ms. Zhang Jingjing ("Ms. Zhang")**Position, experience and relationship**

Ms. Zhang Jingjing (張晶晶女士), aged 40, graduated from China University of Geosciences (Wuhan) in 2012 with a major in accounting through online education. Ms. Zhang is skilled in human resource planning and has several years of work experience in the property, real estate, and cultural industries.

Save as disclosed above, Ms. Zhang does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules), and she did 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.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhang was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

Length of service and Director's emoluments

Ms. Zhang has entered into a service contract as an executive Director with the Company for a period of one year from the date of appointment. She will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Articles. Pursuant to the service contract, Ms. Zhang will not receive a basic remuneration.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Zhang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chen Zhijian (“Mr. Chen”)**Position, experience and relationship**

Mr. Chen Zhijian (陳志堅先生), aged 48, was appointed as an independent non-executive Director on 15 February 2018. Mr. Chen has been a partner of Shanghai Certified Public Accountants (上會會計師事務所) since 2015. Mr. Chen was a partner of Zhongzhun Certified Public Accountants (中准會計師事務所) from 2014 to 2015, a senior partner of Shenzhen Bangde Certified Public Accountants (深圳邦德會計師事務所) from 2008 to 2014, and the internal control head of the financial department of Foryou Corporation of Huizhou (惠州市華陽集團) from 2003 to 2007. Mr. Chen has around 20 years of experience in audit, accounting and financial management. Mr. Chen graduated from Henan College of Finance and Taxation (河南財政稅務學校) in 2000, majoring in financial accounting.

Save as disclosed above, Mr. Chen does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules), and he did 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.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

Length of service and Director’s emoluments

Mr. Chen has entered into an appointment contract with the Company for a term of three years commencing from 15 February 2018 and was renewed for a period commencing from 15 February 2021 to 14 February 2024, subject to the provision of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and the Listing Rules. Mr. Chen is currently entitled to receive a remuneration in the total sum of HK\$120,000 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. Upon re-election Mr. Chen’s monthly remuneration will remain unchanged.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Chen that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. Jin Guoqiang (“Mr. Jin”)**Position, experience and relationship**

Mr. Jin Guoqiang (金國強先生), aged 78, was appointed an independent non-executive Director on 14 June 2013. Mr. Jin has been an independent non-executive director of Beijing Wisdom Media since April 2011. Mr. Jin has been the executive vice president and secretary general of the Television Branch of the China Advertising Association (中國廣告協會電視分會) since 2001. Before that, Mr. Jin served as the vice president of the Shaanxi Television Channel (陝西電視臺) from 1992 to June 2001. Mr. Jin was appointed as an advisor to the Cross Media Institute (泛媒體分賬研究院) in 2011. Mr. Jin has also been an executive officer of the Association of China Commercial Enterprise Management (中國商業企業管理協會市場行銷分會) and a member of its expert committee since December 2009. Mr. Jin was a member of the adjudication panel of the 2010 China Advertising Great-Wall Awards for Advertisers (2010年廣告主長城獎), and a member of the expert’s commission of the 17th China International Advertising Festival (中國國際廣告節) in 2010. In October 2018, Mr. Jin was approved to resign as the executive vice president and secretary general of the Television Branch of the China Advertising Association, and has acted as the leader of the expert’s group of the Radio and Television Industry Development Committee under the China Federation of Radio and Television Associations (中國廣播電視社會組織聯合會廣播電視產業發展委員會) since then.

Save as disclosed above, Mr. Jin does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules), and he did 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.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Jin was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

Length of service and Director’s emoluments

Mr. Jin has entered into an appointment contract with the Company for a term of three years commencing from 14 June 2019. Mr. Jin is currently entitled to receive a remuneration in the total sum of HK\$120,000 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. Upon re-election Mr. Jin’s monthly remuneration will remain unchanged.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Jin that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Ms. Gao Wenjuan (“Ms. Gao”)**Position, experience and relationship**

Ms. Gao Wenjuan (高文娟女士), aged 37, graduated from Huazhong University of Science and Technology with a bachelor’s degree in journalism. Ms. Gao has extensive experience in auditing, accounting and consulting. Since 2010, Ms. Gao has started working in finance, taxation and auditing practices. Ms. Gao has extensive financial knowledge given her management experience in various well-known domestic consulting and management companies of which she is mainly responsible for auditing of Hong Kong enterprises. Her rich experience in the auditing requirements of both mainland and Hong Kong can provide useful consulting advice to the Company.

Save as disclosed above, Ms. Gao does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules), and she did 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.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Gao was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

Length of service and Director’s emoluments

Ms. Gao has entered into a service agreement as an independent non-executive Director with the Company for a period of three year from the date of appointment. She will hold office until the AGM and will retire at the AGM but will be eligible for reelection pursuant to the Articles. Ms. Gao is entitled to a director’s fee of HK\$240,000 per year, which was determined by the Board with reference to the current market conditions and may be reviewed from time to time at the discretion of the Board.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Gao that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Ms. Leung Hiu Man (“Ms. Leung”)**Position, experience and relationship**

Ms. Leung Hiu Man (梁曉文女士), aged 38, graduated from the University of Gloucestershire in 2013 with a BA (Hons) degree in Accounting and Financial Management studies. She has over 10 years of accounting work experience.

Save as disclosed above, Ms. Leung does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules), and she did 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.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Leung was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

Length of service and Director's emoluments

Ms. Leung has entered into a letter of appointment as an independent non-executive Director with the Company for a period of one year from the date of appointment. She will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Articles. Ms. Leung is entitled to a director's fee of HK\$360,000 per year, which was determined by the Board with reference to the current market conditions and may be reviewed from time to time at the discretion of the Board.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Leung that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



WISDOM

WISDOM SPORTS GROUP

智美體育集團

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1661)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Wisdom Sports Group (the “Company”) will be held at 2 Portion, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 28 June 2024 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2023.
2. To re-elect the following retiring directors of the Company:
 - (a) Ms. Ren Wen as an executive director of the Company and to authorise the board of directors of the Company to fix her remuneration;
 - (b) Mr. Wong Man Keung as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
 - (c) Ms. Ren Song as an executive director of the Company and to authorise the board of directors of the Company to fix her remuneration;
 - (d) Mr. Sheng Jie as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
 - (e) Mr. Chang Haisong as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
 - (f) Ms. Wang Jie as an executive director of the Company and to authorise the board of directors of the Company to fix her remuneration;
 - (g) Ms. Zhang Jingjing as an executive director of the Company and to authorise the board of directors of the Company to fix her remuneration;

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- (h) Mr. Chen Zhijian as an independent non-executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
 - (i) Mr. Jin Guoqiang as an independent non-executive director of the Company and to authorise the board of directors of the Company to fix his remuneration;
 - (j) Ms. Gao Wenjuan as an independent non-executive director of the Company and to authorise the board of directors of the Company to fix her remuneration; and
 - (k) Ms. Leung Hiu Man as an independent non-executive director of the Company and to authorise the board of directors of the Company to fix her remuneration.
3. To re-appoint Elite Partners CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. To consider, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares (including any sale or transfer of treasury shares out of treasury) of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company), which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company), which might or would require the exercise of such powers (including but not limited to the power to allot, issue and otherwise deal with additional shares of the Company) during or after the end of the Relevant Period;
- (C) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors (including any sale or transfer of treasury shares out of treasury) pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the issue of shares under the share scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of

NOTICE OF ANNUAL GENERAL MEETING

association of the Company from time to time, shall not exceed 20% of the total number of shares of the Company (excluding any treasury shares) in issue at the time of passing this resolution and the said approval shall be limited accordingly;

(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange);

(E) the Company may not issue securities convertible into new shares of the Company for cash consideration unless the initial conversion price is not lower than the Benchmarked Price (as hereinafter defined in paragraph (F) below) of the shares at the time of the relevant placing, and the Company may not issue warrants, options or similar rights to subscribe for:

- (i) any new shares of the Company; or
- (ii) any securities convertible into new shares of the Company, for cash consideration pursuant to the approval in paragraph (A) above; and

(F) for the purposes of this resolution:

“Benchmarked Price” means the higher of:

- (i) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities pursuant to the approval in paragraph (A) above; and

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the average closing price in the 5 trading days immediately prior to the earlier of:
 - (1) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities pursuant to the approval in paragraph (A) above;
 - (2) the date of the placing agreement or other agreement involving the proposed issue of securities pursuant to the approval in paragraph (A) above; and
 - (3) the date on which the placing or subscription price is fixed.”
- 5. To consider, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to buy back such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy back its shares at a price determined by the Directors;
- (C) the total number of shares of the Company bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect on 11 June 2024)) as at the time of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of Resolutions 4 and 5 as set out in this notice convening the AGM of which this Resolution forms part, the general mandate granted to the directors of the Company pursuant to Resolution 4 as set out in this notice convening the AGM of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company bought back by the Company under the authority granted pursuant to Resolution 5 as set out in this notice convening the AGM of which this Resolution forms part, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this Resolution.”

SPECIAL RESOLUTION

7. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Cayman Islands being obtained, the English name of the Company be changed from “Wisdom Sports Group” to “China Frontier Technology Group”, and the Chinese name “中國前沿科技集團” be adopted as the new dual foreign name of the Company to replace its existing Chinese name “智美體育集團” (collectively, the “**Change of Company Name**”) and that any one or more of the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as he or she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
Wisdom Sports Group
Ren Wen
Co-chairlady and Executive Director

Hong Kong, 6 June 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the AGM. A proxy needs not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the AGM or any adjournment thereof in cases where the AGM was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. In order to determine the shareholders who will be qualified for attending and voting at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive. All completed transfer document(s) together with the relevant share certificate(s) must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 24 June 2024 for registration.
8. Details of each of the retiring directors proposed to be re-elected at the AGM are set out in Appendix II to the circular of the Company dated 6 June 2024.
9. A form of proxy for use at the AGM is enclosed.
10. The AGM is expected to last for two hours. Shareholders in person (or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses.
11. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors of the Company are Ms. Ren Wen, Mr. Wong Man Keung, Ms. Ren Song, Mr. Sheng Jie, Mr. Chang Haisong, Ms. Wang Jie and Ms. Zhang Jingjing; and the independent non-executive Directors of the Company are Mr. Chen Zhijian, Ms. Leung Hiu Man, Mr. Jin Guoqiang and Ms. Gao Wenjuan.