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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**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

**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;  
AND  
(III) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at Suite 701, 7/F, Block 1, Kunsha Center, No. 16, Xinyuanli, Chaoyang District, Beijing 100027, the PRC on Tuesday, 30 June 2020 at 2:00 p.m. is set out on pages 15 to 19 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.

28 April 2020

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## DEFINITIONS

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*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 Suite 701, 7/F, Block 1, Kunsha Center, No. 16, Xinyuanli, Chaoyang District, Beijing 100027, the PRC on Tuesday, 30 June 2020 at 2:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 of this circular;
“Articles”	the articles of association 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 as at the date of passing of the relevant resolution granting such mandate;
“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;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“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 new Shares of up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate;

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## DEFINITIONS

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“Latest Practicable Date”	20 April 2020, 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;
“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;
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.

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LETTER FROM THE BOARD

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**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 (*Chairlady, president*)

Mr. Sheng Jie (*Vice chairman*)

Mr. Song Hongfei

Ms. Hao Bin

*Registered Office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Independent Non-executive Directors:*

Mr. Chen Zhijian

Mr. Ip Kwok On Sammy

Mr. Jin Guoqiang

*Headquarters and Principal Place*

*of Business in the PRC:*

7/F, Block 1, No. 16, Xinyuanli

Chaoyang District, Beijing, PRC

*Principal Place of Business in Hong Kong:*

Room Nos. 1803-04A

18/F, Kai Tak Commercial Building

317 & 319 Des Voeux Road Central

Hong Kong

28 April 2020

Dear Sir or Madam,

**(I) RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND BUY BACK SHARES;  
(II) RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(III) NOTICE OF ANNUAL GENERAL MEETING**

**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

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## LETTER FROM THE BOARD

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by addition thereto of the number of Shares bought back pursuant to the Buy-back Mandate; and (ii) the re-election of the retiring Directors. This circular also sets out an explanatory statement regarding the Buy-back Mandate, and gives you 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 new Shares of not exceeding 20% of the total number of the issued 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 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 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 1,592,942,000 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 a maximum of 318,588,400 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 159,294,200 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.

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, Ms. Ren Wen, Ms. Hao Bin and Mr. Chen Zhijian shall retire from the office as Directors by rotation at the forthcoming AGM, and being eligible, Ms. Ren, Ms. Hao and Mr. Chen will offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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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. The Nomination Committee has recommended to the Board the re-election of all the retiring Directors, including the one independent non-executive Director who is due to retire at the AGM.

For the proposed re-election of Mr. Chen as an independent non-executive Director, the Board and the Nomination Committee have considered the potential contribution the relevant Director can bring to the Board in terms of qualification, skills, experience and independence, taking into account the relevant Director's 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 extensive experience of Mr. Chen in accounting and financial services. In addition, the Board has also assessed the independence of Mr. Chen, by reference to the independence guidelines as set out in Rule 3.13 of the Listing Rules and has also received a confirmation from Mr. Chen in respect of his independence. Taking into account the above factors, the Board is satisfied that Mr. Chen 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 Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

### **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 Wednesday, 24 June 2020 to Tuesday, 30 June 2020 (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 Tuesday, 23 June 2020.

### **AGM AND PROXY ARRANGEMENT**

A notice convening the AGM to be held at Suite 701, 7/F, Block 1, Kunsha Center, No. 16, Xinyuanli, Chaoyang District, Beijing 100027, the PRC on Tuesday, 30 June 2020 at 2:00 p.m. is set out on pages 15 to 19 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

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## LETTER FROM THE BOARD

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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.

### RECOMMENDATION

The Directors consider that the re-election of retiring Directors, granting of the Buy-back Mandate and Issue Mandate and the extension of the Issue Mandate 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

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**

*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 2019 (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 1,592,942,000 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 159,294,200 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

## 5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to 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.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name of Shareholder	Capacity/ Nature of interest	Number of Shares	Approximate percentage of shareholding interest	Approximate percentage of shareholding interest if the Buy-back Mandate is exercised in full
Ms. Ren Wen	Founder of discretionary trust and interest of controlled corporations	701,531,000 (Notes 1 and 2)	44.03%	48.93%
Sky Limited ("Trust Co")	Interest of controlled corporation	602,780,000 (Note 1)	37.84%	42.05%
Credit Suisse Trust Limited	Trustee	602,780,000 (Note 1)	37.84%	42.05%
Brock Nominees Limited	Nominee	602,780,000 (Note 1)	37.84%	42.05%
Tenby Nominees Limited	Nominee	602,780,000 (Note 1)	37.84%	42.05%
Queen Media Co., Ltd. ("Queen Media")	Beneficial owner	602,780,000 (Note 1)	37.84%	42.05%

Notes:

- Queen Media held 602,780,000 Shares. The entire issued share capital of Queen Media was owned by Trust Co, whose entire issued share capital was held as to 50% by Brock Nominees Limited and 50% by Tenby Nominees Limited. The entire issued share capital of Trust Co was the trust asset of the SKY Trust 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. Ms. Ren Wen held approximately 78.88% and 43.69% equity interest in Lucky Go Co., Ltd. and Top Car Co., Ltd., which holds 75,961,000 Shares and 22,790,000 Shares respectively. She 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.

On the basis that no Shares are allotted and issued or bought back from the Latest Practicable Date to the date of the AGM, the increase of Ms. Ren Wen's interest in the Company would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code in the event that the Buy-back Mandate was exercised in full.

However, the Directors do not intend to exercise the power to buy back Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not buy back the Shares on the Stock Exchange if the buy-back will result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

## **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:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2019</b>		
April	0.600	0.520
May	0.550	0.420
June	0.445	0.390
July	0.415	0.250
August	0.295	0.202
September	0.265	0.217
October	0.220	0.173
November	0.310	0.170
December	0.219	0.173
<b>2020</b>		
January	0.196	0.146
February	0.186	0.120
March	0.155	0.072
April (till the Latest Practicable Date)	0.176	0.101

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

**Ms. Ren Wen (“Ms. Ren”)**

**Position, experience and relationship**

Ms. Ren Wen (任文), also known as Ms. Ren Guozun (任國尊), aged 44, was appointed as the chairlady of the Board and an executive Director on 21 March 2012. Ms. Ren is also the chairlady of the Nomination Committee. Ms. Ren is the founder of the Group and also acts as the president of the Company. She founded Beijing Wisdom Media Holding Co., Ltd.\* (北京智美傳媒股份有限公司) (“**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 was appointed as the deputy chairlady of Chinese Sports Culture Promotion Federation\* (中國體育文化促進會) in 2014. Ms. Ren 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 is a director of Queen Media, Trust Co, Tenby Nominees Limited and Brock Nominees Limited, while Queen Media is a controlling Shareholder of the Company. The relationship of Ms. Ren with the aforesaid substantial and/or controlling Shareholders are further described in detail below.

Save as disclosed above, Ms. Ren does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company, and Ms. Ren does 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	Founder of discretionary trust (Note 1)	602,780,000	37.84%
	Interest of controlled corporations (Note 2)	98,751,000	6.20%

*Notes:*

- These 602,780,000 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 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 and her family members. Accordingly, Ms. Ren 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 98,751,000 Shares, 75,961,000 Shares were held by Lucky Go Co., Ltd. and 22,790,000 Shares were held by Top Car Co., Ltd. Ms. Ren held approximately 78.88% equity interest in Lucky Go Co., Ltd. and 43.69% of the 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	Name of associated corporation	Approximate percentage of shareholding interest
Ms. Ren	Beijing Wisdom Media	52.38%
	First AI Sports Technology (Shenzhen) Co., Ltd.* (第一智能體育科技(深圳)有限公司) ("First AI Sports") (Note 1)	100%
	Beijing Xinglian Lihe Technology Co., Ltd.* (北京興聯力合科技有限公司) (Note 2)	51.02%

*Notes:*

1. A wholly-owned subsidiary of Beijing Wisdom Media.
2. A 51.02% owned subsidiary of First AI Sports.

Save as disclosed above and as far as the Directors are aware, as at the Latest Practicable Date, Ms. Ren 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 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. Ms. Ren is currently entitled to receive a remuneration in the total sum of RMB1,093,200 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 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. Hao Bin (“Ms. Hao”)****Position, experience and relationship**

Ms. Hao Bin (郝彬), aged 39, was appointed as an executive Director and authorised representative of the Company on 1 June 2017. She joined the Group in December 2010 and served as the deputy general manager of the Company. Ms. Hao was also appointed as a joint company secretary of the Company on 7 November 2016 and has been qualified to act as the company secretary of the Company since 6 November 2019. Ms. Hao has been acting as the sole company secretary of the Company since 30 December 2019. Ms. Hao has been the general manager of the quality control centre of the Company and assistant president of the Company since 6 August 2018 and 28 January 2019, respectively. Before joining the Group, Ms. Hao engaged in works related to securities laws in a law firm in China and has extensive experience in legal compliance of listed companies. Ms. Hao obtained a bachelor’s degree in law from Peking University in 2006, and a master’s degree in civil and commercial law from China University of Political Science and Law in 2010. Ms. Hao also holds the PRC Certificate of Professional Lawyer (中國境內律師職業資格證書) and the PRC Certificate of Board Secretary of Listed Companies (中國境內上市公司董秘證書).

Ms. Hao does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed above, Ms. Hao does 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**

Ms. Hao holds 100,000 Shares and 150,000 share options under the share option scheme of the Company (granted on 29 May 2015 with an exercise price of HK\$8.036 per Share). As at the Latest Practicable Date, Ms. Hao did not exercise any options.

Save as disclosed above and as far as the Directors are aware, as at the Latest Practicable Date, Ms. Hao 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. Hao has entered into a service contract with the Company for a term of three years commencing from 1 June 2017. Ms. Hao is currently entitled to receive a remuneration in the total sum of RMB542,000 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. Hao 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), aged 44, was appointed as an independent non-executive Director on 15 February 2018. Mr. Chen is the chairman of the audit committee of the Company and a member of the remuneration committee of the Company. 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 17 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.

Mr. Chen does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed above, Mr. Chen does 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. Mr. Chen is currently entitled to receive a subsidy of RMB106,000 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.

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.

\* For identification purpose only



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## NOTICE OF ANNUAL GENERAL MEETING

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# 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 Suite 701, 7/F, Block 1, Kunsha Center, No. 16, Xinyuanli, Chaoyang District, Beijing 100027, the PRC on Tuesday, 30 June 2020 at 2:00 p.m. for the following purposes:

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 2019.
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) Ms. Hao Bin as an executive director of the Company and to authorise the board of directors of the Company to fix her remuneration; and
  - (c) 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.
3. To re-appoint RSM Hong Kong as auditor 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 deal with additional shares of the Company and to make or grant offers, agreements and options (including warrants,

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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 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 exercise of any options granted under the share option 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 association of the Company from time to time, shall not exceed 20% of the total number of shares of the Company 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);

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## NOTICE OF ANNUAL GENERAL MEETING

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(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
- (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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (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 as at the date of passing of this Resolution.”

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

Hong Kong, 28 April 2020

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 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 Wednesday, 24 June 2020 to Tuesday, 30 June 2020, 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 Tuesday, 23 June 2020 for registration.
8. Details of each of the retiring directors proposed to be re-elected as a director of the Company at the AGM are set out in Appendix II to the circular of the Company dated 28 April 2020.
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. Sheng Jie, Mr. Song Hongfei and Ms. Hao Bin; and the independent non-executive directors of the Company are Mr. Chen Zhijian, Mr. Ip Kwok On Sammy and Mr. Jin Guoqiang.*