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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)**

**DISCLOSEABLE TRANSACTION  
SUPPLEMENTAL ANNOUNCEMENT  
IN RELATION TO DISCLOSEABLE TRANSACTION INVOLVING  
ACQUISITION OF INTEREST IN THE TARGET COMPANY**

Reference is made to the announcement of the Company dated 12 May 2020 in relation to the Acquisition (the “**Announcement**”). Unless the context otherwise requires, capitalised terms and expressions used herein shall have the same meanings as those defined in the Announcement.

**SUPPLEMENTAL AGREEMENT**

The Board announces that, on 26 February 2021 (after trading hours), the Company entered into a supplemental agreement (the “**Supplemental Agreement**”) to the Sale and Purchase Agreement with the Vendor and the Guarantor whereby the Parties have agreed to make certain amendments to the terms of the Sale and Purchase Agreement. The following table sets out the major amendments to the Sale and Purchase Agreement pursuant to the Supplemental Agreement (together with comparison with the original terms of the Sale and Purchase Agreement):

<b>Subject matter</b>	<b>Original terms of the Sale and Purchase Agreement as disclosed in the Announcement</b>	<b>Major amendments under the Supplemental Agreement</b>
<b><i>Acquisition</i></b>	<ul style="list-style-type: none"> <li>To acquire 49% interest in the Target Company through the purchase of the Sale Shares from the Vendor by the Company;</li> </ul>	<ul style="list-style-type: none"> <li>To acquire 34% interest in the Target Company through the purchase of the revised Sale Shares from the Vendor by the Company;</li> </ul>
<b><i>Sale Shares</i></b>	<ul style="list-style-type: none"> <li>The Sale Shares refer to 49 ordinary shares of the Target Company, representing 49% of the issued share capital of the Target Company;</li> </ul>	<ul style="list-style-type: none"> <li>The Sale Shares are revised to be 34 ordinary shares of the Target Company, representing 34% of the issued share capital of the Target Company;</li> </ul>
<b><i>Consideration</i></b>	<ul style="list-style-type: none"> <li>The Consideration for the Sale Shares is HK\$53,410,000;</li> </ul>	<ul style="list-style-type: none"> <li>The Consideration for the revised Sale Shares is HK\$37,060,000 and HK\$29,048,500 shall be payable by the Company after having deducted the Down Payment;</li> </ul>
<b><i>Conditions Precedent</i></b>	<ul style="list-style-type: none"> <li>Completion of the Acquisition is conditional upon, including but not limited to, the fulfillment (or waiver, if applicable) of the following Conditions Precedent on or before the CP Long Stop Date:</li> </ul> <p>(d) the Company having been approved by the SFC under the SFO as a substantial Shareholder of the Target Company; and</p>	<ul style="list-style-type: none"> <li>The item (d) as set out in the “Conditions Precedent” section of the Announcement has been deleted; and</li> </ul>
<b><i>CP Long Stop Date</i></b>	28 February 2021, or such later date and time as the Parties may agree in writing.	The CP Long Stop Date has been extended to 31 March 2021.

Save as disclosed above, all other terms and conditions of the Sale and Purchase Agreement shall remain unchanged and have full force and effect.

As stated in the “Reasons for and Benefits of the Acquisition” section of the Announcement, the Company is optimistic about the prospect for the financial services industry in Hong Kong, and the Board believes that the Acquisition will enable the Group to capitalise on the active financial market in Hong Kong, therefore broadening its sources of income.

On this basis, even though the percentage of interest to be acquired in the Target Company has decreased as a result of the commercial negotiations between the Company and the Vendor, the Board believes that the revised Acquisition will still enable the Company to achieve the aforesaid objectives so as to maximise the return to the Shareholders.

Accordingly, the Board believes that the terms and conditions of the Supplemental Agreement are fair and reasonable, are on normal commercial terms as far as the Company and the Shareholders are concerned, and that the transactions contemplated thereunder are also in the interests of the Company and the Shareholders as a whole.

**As Completion is conditional upon the satisfaction of all the Conditions Precedent set out in the Sale and Purchase Agreement, the Acquisition may or may not proceed accordingly. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

**This announcement is a supplemental announcement to the Announcement and should be read in conjunction with the Announcement. Unless the context otherwise requires, the above supplemental information does not affect other information and contents contained in the Announcement.**

By Order of the Board  
**Wisdom Sports Group**  
**Ren Wen**

*Chairlady and Executive Director*

Hong Kong, 26 February 2021

*As at the date of this announcement, 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.*