
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 HOLDINGS GROUP, you should at once hand this circular and the accompanying proxy form 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 HOLDINGS GROUP

智美控股集团

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1661)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting (the “EGM”) of Wisdom Holdings Group to be held at Room 708, 7/F, Millennium City 2, 378 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on Friday, August 21, 2015 at 2:00 p.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.wisdom-china.cn>).

If you are unable to attend the EGM, please complete and sign the enclosed 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, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

July 29, 2015

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DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Change of Company Name”	the proposed change of the English name of the Company from “Wisdom Holdings Group” to “Wisdom Sports Group” and the dual foreign name of the Company from “智美控股集团” to “智美體育集團”;
“Company”	Wisdom Holdings Group (智美控股集团), a company incorporated as an exempted company with limited liability in the Cayman Islands on March 21, 2012, the shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened for the purposes of considering, and if thought fit, approving the Change of Company Name;
“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;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“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 Region;
“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; and
“%”	per cent.

LETTER FROM THE BOARD



WISDOM HOLDINGS GROUP

智美控股集团

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1661)

Executive Directors:

Ms. Ren Wen (*Chairlady*)
Mr. Sheng Jie
Mr. Zhang Han
Dr. Shen Wei
Mr. Hu Xing

Registered Office

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

Non-executive Directors:

Mr. Jin Haitao
Mr. Xu Jiongwei

*Headquarters and Principal Place of
Business in PRC*

3/F, B12C Universal Business Park
10 Jiuxianqiao Road, Chaoyang District
Beijing 100015, PRC

Independent Non-executive Directors:

Mr. Wei Kevin Cheng
Mr. Ip Kwok On Sammy
Mr. Jin Guoqiang
Mr. Hu Jianguo

*Principal Place of Business
in Hong Kong*

Room 2016, 20/F
Hutchison House
10 Harcourt Road
Central, Hong Kong

July 29, 2015

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with, among other matters, further details regarding the Change of Company Name.

A notice convening the EGM is set out on pages 5 to 6 in this circular.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Wisdom Holdings Group” to “Wisdom Sports Group” and to change the dual foreign name of the Company from “智美控股集团” to “智美體育集團”.

CONDITIONS OF THE CHANGE OF COMPANY NAME

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

- (1) the passing of a special resolution by the Shareholders to approve the Change of Company Name at the EGM; and
- (2) the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English name and the new dual foreign name on the Register of Companies maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name will better reflect the current status of the Group’s business development and its direction of further development. The Board believes that the new company name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect the rights of any Shareholder, the Company’s daily business operation or its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be valid evidence of legal title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new English name and the new dual foreign name of the Company. Should the Change of Company Name become effective, any issue of share certificates thereafter will bear the new names of the Company and the securities of the Company will be traded on the Stock Exchange in the new names.

Further announcements will be made by the Company in due course to inform the Shareholders of the results of the EGM and the new stock short names of the Company for trading in the Shares on the Stock Exchange after the Change of Company Name becomes effective.

LETTER FROM THE BOARD

EGM

The EGM will be held by the Company on Friday, August 21, 2015 at 2:00 p.m. at Room 708, 7/F, Millennium City 2, 378 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong for the Shareholders to consider and, if thought fit, passing the special resolution to approve the Change of Company Name.

The notice of the EGM is set out on pages 5 to 6 of this circular. Voting at the EGM will be conducted by poll in accordance with the Listing Rules.

A proxy form for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (<http://www.wisdom-china.cn>). Whether or not you are able to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy 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 in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

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 resolution to be proposed at the EGM.

RECOMMENDATION

The Board considers that the Change of Company Name to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



WISDOM HOLDINGS GROUP

智美控股集团

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1661)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Wisdom Holdings Group (the “Company”) will be held at Room 708, 7/F, Millennium City 2, 378 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on Friday, August 21, 2015 at 2:00 p.m., for the following purposes:

SPECIAL RESOLUTION

To consider and, if thought fit passing with or without modification, the following as a special resolution of the Company:

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Wisdom Holdings Group” to “Wisdom Sports Group” and the dual foreign name of the Company be changed from “智美控股集团” to “智美體育集團”, and that the directors of the Company be and are hereby authorised to do all such acts, and execute such deeds and things they may, in their absolute discretion, deem fit in order to effect such change of name.”

By Order of the Board
Wisdom Holdings Group
Ren Wen

Chairlady and Executive Director

Hong Kong, July 29, 2015

Notes:

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. A proxy need 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 appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. To be valid, the instrument appointing a proxy and (if required by the Board) 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. Where there are joint holders of any shares, any one of such joint holders may vote at the EGM, 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 EGM, 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.
5. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
6. A form of proxy for use at the EGM is enclosed.

As at the date of this notice, the executive directors of the Company are Ms. Ren Wen, Mr. Sheng Jie, Mr. Zhang Han, Dr. Shen Wei and Mr. Hu Xing; the non-executive directors of the Company are Mr. Jin Haitao and Mr. Xu Jiongwei; and the independent non-executive directors of the Company are Mr. Wei Kevin Cheng, Mr. Ip Kwok On Sammy, Mr. Jin Guoqiang and Mr. Hu Jianguo.