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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) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS;
(III) APPOINTMENT OF NEW DIRECTOR;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 2nd Floor, Beijing Hall, Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD, Shenzhen 518048, China on Thursday, 1 June 2017 at 2:00 p.m. is set out on pages 13 to 17 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 (<http://www.hkexnews.hk>) and the Company (<http://www.wisdomsports.com.cn>).

If you are unable to attend the AGM, 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 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.

28 April 2017

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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 2nd Floor, Beijing Hall, Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD, Shenzhen 518048, China on 1 June 2017 (Thursday) at 2:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages 13 to 17 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“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;
“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 meaning given to it under the Listing Rules;
“Director(s)”	the director(s) 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 and issue Shares;
“Latest Practicable Date”	21 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Date”	11 July 2013, the date on which dealings in the Shares commenced on the Main Board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association 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 Region;
“RMB”	Renminbi, the lawful currency of the PRC;

DEFINITIONS

“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; and
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time.



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*)
Mr. Zhang Han
Dr. Shen Wei
Mr. Song Hongfei

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*

No. 43, Building B, 25 Xiaoyun Road
Chaoyang District, Beijing, PRC

Independent Non-executive Directors:

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

*Principal Place of Business in
Hong Kong*

Room 708, 7/F, Millennium City 2
378 Kwun Tong Road
Kwun Tong, Kowloon, Hong Kong

28 April 2017

Dear Sir or Madam

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

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed 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) set out an explanatory statement regarding the Buy-back Mandate; (iii) furnish you with details of the proposed re-election or appointment of Directors; and (iv) give you notice of the AGM.

LETTER FROM THE BOARD

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; 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.

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 disclosed in the announcement of the Company dated 29 March 2017, the Company decided to buy back no less than 16,091,000 Shares in open market within one month from the date of that announcement. As of the Latest Practicable Date, 12,866,000 Shares have been bought back by the Company.

As at the Latest Practicable Date, a total of 1,609,045,000 Shares were in issue, and 12,866,000 Shares, being shares bought back by the Company, shall be cancelled. 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 319,235,800 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 159,617,900 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.

RETIREMENT OF DIRECTORS, RE-ELECTION OF RETIRING DIRECTORS AND APPOINTMENT OF NEW DIRECTOR

In accordance with Article 83(3) of the Articles, Mr. Song Hongfei will retire from the office as a Director at the AGM. In accordance with Article 84 of the Articles, Ms. Ren Wen, Dr. Shen Wei, Mr. Jin Haitao and Mr. Xu Jiongwei will retire from the office as Directors at the AGM by rotation, and being eligible, Ms. Ren Wen and Mr. Song Hongfei will offer themselves for re-election at the AGM.

Particulars of Ms. Ren Wen and Mr. Song Hongfei, Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Ms. Hao Bin has been proposed to be appointed as an executive Director at the AGM. An ordinary resolution will be proposed to appoint Ms. Hao Bin as an executive Director at the AGM. Particulars of Ms. Hao Bin are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held at 2nd Floor, Beijing Hall, Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD, Shenzhen 518048, China on Thursday, 1 June 2017 at 2:00 p.m. is set out on pages 13 to 17 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon 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 as soon as possible but 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 proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

Pursuant to the Listing Rules and the Articles, any vote of shareholders at a general meeting must be taken by poll except where the chairlady decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules.

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

RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, appointment of new Director, 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. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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 proposed to be granted to the Directors.

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. As compared with the financial position of the Company as at 31 December 2016 (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 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 earning per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,609,045,000 Shares. Subject to the passing of the relevant ordinary resolution to approve the Buy-back Mandate to buy back Shares and on the basis that no further Shares are issued or bought back 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 159,617,900 Shares, being 10% of the total number of the issued Share 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 and insofar the Directors are aware of, Ms. Ren Wen was interested in 694,321,000 Shares (approximately 43.15% of the issued share capital of the Company). In the event that the Buy-back Mandate was exercised in full, the interest of Ms. Ren Wen in the Company would be increased from approximately 43.15% to approximately 47.95% (before taking into account of the cancellation of Shares bought back by the Company as set out below). To the best knowledge and belief of the Directors, such increase in the interests in the Company would give rise to an obligation to make a mandatory offer under the Takeovers Code. 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. As the exercise of the Buy-back Mandate may result in insufficient public float of the Company, the Directors have no intention to exercise the Buy-back Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND 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

During the six months prior to the Latest Practicable Date, the Company bought back a total of 12,866,000 Shares on the Stock Exchange and the details are set out below:

Trading date	No. of Shares bought back	Price per share or highest price paid \$	Lowest price paid \$	Total paid \$
30 March 2017	258,000	HK\$1.82	HK\$1.82	HK\$469,560
31 March 2017	1,140,000	HK\$1.84	HK\$1.84	HK\$2,097,600
3 April 2017	2,469,000	HK\$1.82	HK\$1.79	HK\$4,452,320
5 April 2017	640,000	HK\$1.84	HK\$1.83	HK\$1,174,720
6 April 2017	718,000	HK\$1.83	HK\$1.81	HK\$1,304,470
7 April 2017	1,126,000	HK\$1.82	HK\$1.80	HK\$2,039,920
10 April 2017	2,670,000	HK\$1.82	HK\$1.77	HK\$4,801,600
12 April 2017	3,845,000	HK\$1.72	HK\$1.65	HK\$6,507,410
Total:	12,866,000			HK\$22,847,600

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:

	Shares	
	Highest HK\$	Lowest HK\$
2016		
April	3.23	2.18
May	3.06	2.30
June	2.73	2.08
July	2.53	2.10
August	2.66	2.20
September	2.88	2.52
October	2.86	2.50
November	2.75	2.37
December	2.75	2.41
2017		
January	2.54	2.16
February	2.37	2.09
March	2.24	1.77
April (till the Latest Practicable Date)	1.86	1.44

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

Ms. Ren Wen (“Ms. Ren”)

Position, experience and relationship

Ms. Ren Wen (任文), aged 41, was appointed as the chairlady of the Board and an executive Director on 21 March 2012. Ms. Ren is also the chairlady of nomination committee of the Company. 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. 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) (now the Communication University of China (中國傳媒大學)) in January 2000.

Ms. Ren does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed above, 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 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	37.46%
	Interest of controlled corporation (Note 2)	91,541,000	5.69%

Note:

- Queen Media Co., Ltd. (“**Queen Media**”) was the direct owner of 602,780,000 Shares. The entire issued share capital of Queen Media is owned by Sky Limited (“**Trust Co**”), whose entire issued share capital is the trust asset of the SKY Trust, which was founded by Ms. Ren as settlor in accordance with the law of Guernsey and managed by Credit Suisse Trust Limited as trustee. The discretionary beneficiaries of the SKY Trust include Ms. Ren and her family members.
- These 91,541,000 Shares are held by Lucky Go Co., Ltd. Ms. Ren holds approximately 65.45% equity interest in Lucky Go Co., Ltd. and she is deemed or taken to be interested in all the Shares held by Lucky Go 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 Holding Co., Limited (北京智美傳媒股份有限公司) ("Beijing Wisdom Media")	52.38%
	Beijing Car Culture Advertising Co., Ltd (北京智美車文廣告有限公司) (Note 3)	100%
	Beijing Xinchuang Branding Co., Ltd (北京新創智力品牌管理有限公司) (Note 3)	100%
	Beijing Wisdom Films Culture Media Co., Ltd. (北京智美映畫文化傳媒有限公司) (Note 3)	100%
	Beijing Kuawei Lianzhong Sports Development Company Limited (北京跨維聯眾體育發展有限公司) (Note 3)	100%

Note:

3. A wholly owned subsidiary of Beijing Wisdom Media.

Save as disclosed above, 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 director's service agreement with the Company for a term of three years commencing on 20 March 2015. Ms. Ren is currently entitled to receive an annual remuneration of HKD60,000 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. 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.

Mr. Song Hongfei (“Mr. Song”)*Position, experience and relationship*

Mr. Song Hongfei (宋鴻飛), aged 46, has been appointed as an executive Director on 26 August 2016. Mr. Song has rich experience in the management of sports competitions. He joined the Group in August 2012 and served as a vice president. Mr. Song successively participated in and led nearly a hundred sports competitions of the Group, including National Basketball League (全國男子籃球聯賽), China Classic Car Rally (老式汽車中國拉力賽), FIM FreeStyle Motocross World Championship (國際摩聯花式極限世錦賽), China Dragon Boat Race (中華龍舟賽) and Dragon Boat World Cup (龍舟世界杯), Hot Air Balloon Championship (中國熱氣球公開賽), Guangzhou Marathon (廣州馬拉松), Hangzhou Marathon (杭州馬拉松), Kunming Marathon (昆明馬拉松), Changsha Marathon (長沙馬拉松), Shenyang Marathon (瀋陽馬拉松) and Season Run (四季跑). Prior to joining the Group, Mr. Song served as a deputy general manager in a subsidiary of China Sports Industry Group Co., Ltd. (中體產業集團股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600158) from February 2000 to July 2012 and participated in the organization of a number of international multi-sport events, including Beijing Olympic Games, East Asian Games, Guangzhou Asian Games and Universiade Shenzhen. Mr. Song obtained a bachelor's degree in physical education from Beijing Sport University in July 1996.

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

Mr. Song holds 215,000 share options under the share option scheme of the Company (granted on 23 May 2014 with an exercise price of HK\$3.92 per share). As of the Latest Practicable Date, Mr. Song did not exercise any options. Save as disclosed above and as far as the Directors are aware, as at the Latest Practicable Date, Mr. 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

Mr. Song has entered into a director's service agreement with the Company for a term of three years commencing on 26 August 2016. Mr. Song is currently entitled to receive an annual remuneration of approximately RMB890,000 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. 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.

Ms. Hao Bin (“Ms. Hao”)*Position, experience and relationship*

Ms. Hao Bin, aged 35, joined in the Group in December 2010 and served as the deputy general manager of the Company. Ms. Hao was also appointed as Joint Company Secretary on 7 November 2016. Before this, Ms. Hao engaged in works related to securities laws in a law firm in China, and held 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 has been working in the Group for over 6 years. She 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 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 of 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

Subject to the approval of appointment of Ms. Hao as an executive Director by the Shareholders at the AGM, the Company will enter into a service agreement with Ms. Hao for a term of three years commencing from the date of the AGM subject to retirement by rotation (at least once every three years) and re-election pursuant to the Articles.

Pursuant to the service agreement, Ms. Hao will be entitled to a director's fee of HKD60,000 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 appointment 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.

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 2nd Floor, Beijing Hall, Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD, Shenzhen 518048, China on 1 June 2017 (Thursday) 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 2016.
2. To re-elect the following retiring directors of the Company:
 - (a) Ms. Ren Wen as an executive director of the Company and to authorize the board of directors of the Company to fix her remuneration; and
 - (b) Mr. Song Hongfei as an executive director of the Company and to authorize the board of directors of the Company to fix his remuneration.
3. To appoint Ms. Hao Bin as an executive director of the Company and to authorize the board of directors of the Company to fix her remuneration (particulars of Ms. Hao Bin are set out in Appendix II to the circular of the Company dated 28 April 2017).
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
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 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, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures 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; 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;
- (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).”

NOTICE OF ANNUAL GENERAL MEETING

6. 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 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.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of Resolutions 5 and 6 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 5 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 6 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 2017

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. 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 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.
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 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.

NOTICE OF ANNUAL GENERAL MEETING

7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 6 as set out in this notice is enclosed.
8. 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 Friday, 26 May 2017 to Thursday, 1 June 2017, both days inclusive. All completed transfer documents 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 Thursday, 25 May 2017 for registration.
9. Details of each of the retiring directors proposed to be re-elected or appointed as a director of the Company at the AGM are set out in Appendix II to this circular.
10. A form of proxy for use at the AGM is enclosed.
11. 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.

As at the date of this notice, the executive directors of the Company are Ms. Ren Wen, Mr. Zhang Han, Dr. Shen Wei and Mr. Song Hongfei; 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 and Mr. Jin Guoqiang.