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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 China Frontier Technology Group (the “Company”), 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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This circular is for your information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

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**中國前沿科技集團**

China Frontier Technology Group

*(formerly known as Wisdom Sports Group 智美體育集團)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1661)**

- (1) PROPOSED SHARE CONSOLIDATION;  
(2) INCREASE IN AUTHORISED SHARE CAPITAL;  
(3) CHANGE IN BOARD LOT SIZE; AND  
(4) NOTICE OF EGM**

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A notice convening the EGM to be held at 2 Portion, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Monday, 23 December 2024 at 3:00 p.m. is set out on pages EGM-1 to EGM-3 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 (<https://www.hkexnews.hk>) and the Company (<http://www.wisdomsports.com.cn>).

If you are unable to attend the EGM, 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 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 (as the case may be) if you so wish.

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

5 December 2024

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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:*

“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday or any day on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m. in Hong Kong) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the proposed change in board lot size for trading on the Stock Exchange from 1,000 Existing Shares to 6,000 Consolidated Shares upon Share Consolidation becoming effective
“Company”	China Frontier Technology Group, a company incorporated in the Cayman Islands with limited liability and its issued Shares are listed on Main Board of the Stock Exchange (stock code: 1661)
“Consolidated Share(s)”	ordinary share(s) of US\$0.0025 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to approve, among other things, the proposed Share Consolidation and the Increase in Authorised Share Capital
“Existing Share(s)”	ordinary share(s) of US\$0.00025 each in the existing share capital of the Company before the Share Consolidation becoming effective

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## DEFINITIONS

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“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 December 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from US\$1,000,000 divided into 400,000,000 Consolidated Shares after Share Consolidation to US\$5,000,000 divided into 2,000,000,000 Shares by creating an additional 1,600,000,000 Shares
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 14 June 2013
“Share Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

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## DEFINITIONS

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“Shareholder(s)”	registered holder(s) of the issued Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	U.S. dollar(s), the lawful currency of the United States

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## EXPECTED TIMETABLE

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The expected timetable for the Share Consolidation, the Increase in Authorised Share Capital and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event	Date and Time
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Latest time for lodging transfers of shares in order to qualify for attendance and voting at the EGM . . . . .	4:30 p.m. on Wednesday, 18 December 2024
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Closure of register of members for determining the entitlement to attend and vote at the EGM (both days inclusive) . . . . .	Thursday, 19 December 2024 to Monday, 23 December 2024
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Latest time for lodging forms of proxy for the EGM . . . . .	3:00 p.m. on Saturday, 21 December 2024
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Record date for attendance and voting at the EGM . . . . .	Monday, 23 December 2024
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Date and time of the EGM and publication of the poll results announcement of the EGM . . . . .	3:00 p.m. on Monday, 23 December 2024
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**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation, the Increase in Authorised Share Capital and the Change in Board Lot as set out in this circular.**

Effective date of the Share Consolidation and the Increase in Authorised Share Capital . . . . .	Friday, 27 December 2024
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First day of free exchange of existing share certificates for new share certificates for Consolidated Shares . . . . .	Friday, 27 December 2024
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Dealing in the Consolidated Shares commences . . . . .	9:00 a.m. on Friday, 27 December 2024
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Original counter for trading in the Existing Shares in board lots of 1,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Friday, 27 December 2024
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## EXPECTED TIMETABLE

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Event	Date and Time
Temporary counter for trading in the Consolidated Shares in board lots of 100 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Friday, 27 December 2024
Original counter for trading in the Consolidated Shares in new board lots of 6,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens . . . . .	9:00 a.m. on Monday, 13 January 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences . . . . .	9:00 a.m. on Monday, 13 January 2025
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	9:00 a.m. on Monday, 13 January 2025
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	4:00 p.m. on Wednesday, 5 February 2025
Temporary counter for trading in the Consolidated Shares in board lots of 100 Consolidated Shares (in the form of existing share certificates) closes . . . . .	4:10 p.m. on Wednesday, 5 February 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends . . . . .	4:10 p.m. on Wednesday, 5 February 2025
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	Friday, 7 February 2025

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## LETTER FROM THE BOARD

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### 中國前沿科技集團

China Frontier Technology Group

(formerly known as Wisdom Sports Group 智美體育集團)

(Incorporated in the Cayman Islands with limited liability)

**(Stock code: 1661)**

*Executive Directors:*

Ms. Ren Wen (Co-chairlady)

Mr. Wong Man Keung (Co-chairman)

Ms. Ren Song (Co-chairlady)

Mr. Sheng Jie (Vice chairman)

Mr. Chang Haisong

Ms. Wang Jie

Ms. Zhang Panpan

*Registered Office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Headquarters and Principal Place of  
Business in the PRC:*

No. 020, Room 303, 3rd Floor,

Block 10, Courtyard No. 2,

Shangjialou Road

Chaoyang District, Beijing, PRC

*Independent Non-executive Directors:*

Ms. Gao Wenjuan

Ms. Leung Hiu Man

Mr. Wu Mingcong

Ms. Peng Xiaoliu

*Principal Place of Business in Hong Kong:*

Room B, 23/F

Yardley Commercial Building

3 Connaught Road West

Sheung Wan, Hong Kong

5 December 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION;  
(2) INCREASE IN AUTHORISED SHARE CAPITAL;  
(3) CHANGE IN BOARD LOT SIZE; AND  
(4) NOTICE OF EGM**

### INTRODUCTION

Reference is made to the announcement of the Company dated 15 November 2024 in relation to, among others, the Share Consolidation, the Increase in Authorised Share Capital and the Change in Board Lot Size. This circular sets out, among other things, (i) further details of the



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## LETTER FROM THE BOARD

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Share Consolidation; (ii) further details of the Increase in Authorised Share Capital; (iii) further details of the Change in Board Lot Size; (iv) a notice convening the EGM; and (v) other information required under the Listing Rules.

### **PROPOSED SHARE CONSOLIDATION**

The Board proposes that every ten (10) Existing Shares in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share.

### **Effects of the Share Consolidation**

As at the Latest Practicable Date, the authorised share capital of the Company is US\$1,000,000 divided into 4,000,000,000 Shares of US\$0.00025 each, and there are 1,902,942,000 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 190,294,200 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at US\$1,000,000 but will be divided into 400,000,000 Consolidated Shares of US\$0.0025 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Share Consolidation.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

### **Listing Application**

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

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## LETTER FROM THE BOARD

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Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **INCREASE IN AUTHORISED SHARE CAPITAL**

Upon the completion of the Share Consolidation, the authorised share capital of the Company would be US\$1,000,000 divided into 400,000,000 Consolidated Shares of US\$0.0025 each. In order to provide the Company with greater flexibility to raise funds in the future, the Board proposes to increase the authorised share capital of the Company from US\$1,000,000 divided into 400,000,000 Consolidated Shares of US\$0.0025 each to US\$5,000,000 divided into 2,000,000,000 Shares of US\$0.0025 each by the creation of an additional 1,600,000,000 Consolidated Shares.

The proposed Increase in Authorised Share Capital of the Company is subject to the approval of the Shareholders by way of an ordinary resolution at the forthcoming EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as none of the Shareholders or their associates would have any interest in the Increase in Authorised Share Capital, no Shareholder would be required to abstain from voting in favour of the resolution(s) relating to the Increase in Authorised Share Capital at the EGM.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 1,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 1,000 Existing Shares to 6,000 Consolidated Shares. Based on the closing price of HK\$0.121 per Existing Share (equivalent to the theoretical closing price of HK\$1.21 per Consolidated Share) as at the Latest Practicable Date, (i) the value per board lot of 1,000 Existing Shares is HK\$121; (ii) the value of each board lot of 1,000 Consolidated Shares would be HK\$1,210 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 6,000 Consolidated Shares would be HK\$7,260 on the assumption that the Change in Board Lot Size had also become effective.

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## LETTER FROM THE BOARD

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### EFFECTS OF THE SHARE CONSOLIDATION AND THE INCREASE IN AUTHORISED SHARE CAPITAL

The following table sets out the effect of the Share Consolidation and the Increase in Authorised Share Capital on the share capital of the Company before and after the implementation of the Share Consolidation and the Increase in Authorised Share Capital, assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date until the effective date of the Share Consolidation and the Increase in Authorised Share Capital.

	As at the Latest Practicable Date	Immediately after the Share Consolidation becoming effective	Immediately after the Share Consolidation and the Increase in Authorised Share Capital becoming effective
Authorised share capital	US\$1,000,000 divided into 4,000,000,000 Existing Shares	US\$1,000,000 divided into 400,000,000 Consolidated Shares	US\$5,000,000 divided into 2,000,000,000 Consolidated Shares
Issued and fully paid up or credited as fully paid up share capital	US\$475,735.50 divided into 1,902,942,000 Existing Shares	US\$475,735.50 divided into 190,294,200 Consolidated Shares (Note)	US\$475,735.50 divided into 190,294,200 Consolidated Shares (Note)
Unissued share capital	US\$524,264.50 divided into 2,097,058,000 Existing Shares	US\$524,264.50 divided into 209,705,800 Consolidated Shares (Note)	US\$4,524,264.50 divided into 1,809,705,800 Consolidated Shares (Note)

*Note:* Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Share Consolidation and the Increase in Authorised Share Capital become effective.

### Adjustments in Relation to Other Securities of the Company

As at the Latest Practicable Date, the Company has outstanding share options entitling the holders thereof to subscribe for a total of 150,000 Existing Shares. Under the respective terms and conditions of the Share Option Scheme, the Share Consolidation may lead to adjustments to the number of Shares subject to the share options so far as unexercised and/or the exercise price. Upon the Share Consolidation becoming effective, the following adjustments will be made to the exercise price of the share options and the number of Consolidated Shares falling to be issued upon the exercise of the share options in accordance with (i) the terms and conditions of the Share Option Scheme; (ii) Rule 17.03(13) of the Listing Rules and (iii) the Supplementary Guidance on Adjustments to the Exercise Price and Number of Share Options under Frequently Asked Questions FAQ 13 No. 16 and Appendix I dated November 2020 (Last updated in June 2024) (the “**Supplementary Guidance**”).

## LETTER FROM THE BOARD

Date of Grant	Exercise Period		Immediately before the Share Consolidation becoming effective	Immediately after the Share Consolidation becoming effective
	From	To	Exercise price per Existing Share	Exercise price per Consolidated Share
29 May 2015	29 May 2016, 29 May 2017, 29 May 2018 and 29 May 2019	28 May 2025	HK\$8.036	HK\$80.36
			Number of Existing Shares to be issued upon full exercise of the Share Options	Number of Consolidated Shares to be issued upon full exercise of the Share Options
			150,000	15,000

The above adjustments in relation to the share options will take effect simultaneously with the coming into effect of the Share Consolidation on Friday, 27 December 2024.

Save for the above adjustments, all other terms and conditions of the outstanding share options remain unchanged. The auditors of the Company have confirmed to the Directors in writing that the adjustments made to the exercise prices of the share options and the number of Consolidated Shares falling to be issued upon the exercise of the share options are in accordance with the terms of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Supplementary Guidance.

Save as disclosed above, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares, as at the Latest Practicable Date.

### REASONS FOR THE SHARE CONSOLIDATION, THE INCREASE IN AUTHORISED SHARE CAPITAL AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Moreover, pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, it stated that (i) market price of the shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) the expected board lot value per board lot should be greater than HK\$2,000 after taking into account the minimum transaction costs for a securities trade.

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## LETTER FROM THE BOARD

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The Board considers that the fluctuation in share price of the Company is large. The share price of the Company has been trading below HK\$0.1 from November 2023 to February 2024 although the Company's share price has been roughly above HK\$0.10 after that before the announcement of the Share Consolidation.

Also, in order to provide the Company with greater flexibility to raise funds in the future, the Board proposes to increase the authorised share capital of the Company from US\$1,000,000 divided into 400,000,000 Consolidated Shares of US\$0.0025 each to US\$5,000,000 divided into 2,000,000,000 Shares of US\$0.0025 each by the creation of an additional 1,600,000,000 Consolidated Shares after the implementation of the Share Consolidation.

In view of the recent trading price of the Shares, the Board considers that the Share Consolidation and Change in Board Lot Size will (i) enable the Company to comply with the trading requirements pursuant to the Listing Rules and reduce the overall transaction and handling costs of dealings in the Consolidated Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade; and (ii) maintain the trading amount for each board lot at a reasonable level as there will be a corresponding upward adjustment in the trading price of the Consolidated Shares and attract a broader range of investors, and therefore further broaden the shareholder base of the Company. Based on the closing price of HK\$0.121 per Existing Share as at the Latest Practicable Date, the value per board lot of 1,000 Existing Shares is HK\$121. If the Company keeps trading on the Stock Exchange in board lot size of 1,000 Consolidated Shares assuming the Share Consolidation becoming effective, the Company may not comply the requirement as set out in the "Guide on Trading Arrangements for Selected Types of Corporate Actions" considering that the fluctuation in share price of the Company is large. Therefore, the Board proposes to revise the board lot size for trading on the Stock Exchange be changed from 1,000 Existing Shares to 6,000 Consolidated Shares in order to comply with the requirement as set out in the "Guide on Trading Arrangements for Selected Types of Corporate Actions" in the long run. Based on the closing price of HK\$0.121 per Existing Share (equivalent to HK\$1.21 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the expected market value of each board lot of 6,000 Consolidated Shares, assuming the Share Consolidation, the Increase in Authorised Share Capital and the Change in Board Lot Size had become effective, would be HK\$7,260, which is greater than HK\$2,000 and therefore complies with the requirement as set out in the "Guide on Trading Arrangements for Selected Types of Corporate Actions".

As at the Latest Practicable Date, the Company has no concrete plans to carry out other corporate actions or intend to carry out any fund-raising activities which may affect the trading in the Consolidated Shares in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fundraising opportunities arise for future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

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## LETTER FROM THE BOARD

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In view of the above, the Company considers that (i) the Share Consolidation and Change in Board Lot Size are reasonable notwithstanding the potential costs including but not limited to the professional fees and printing charge to be incurred in relation to the Share Consolidation and Change in Board Lot Size and impact arising from creation of odd lots to Shareholders; and (ii) the Increase in Authorised Share Capital will provide the Company with greater flexibility in possible fund raisings in the future. Accordingly, the Board considers that the Share Consolidation, the Increase in Authorised Share Capital and the Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Conditions of the Share Consolidation and the Increase in Authorised Share Capital**

The implementation of the Share Consolidation and the Increase in Authorised Share Capital is conditional upon:

- (i) the passing of their respective ordinary resolutions by the Shareholders at the EGM to approve the Share Consolidation and the Increase in Authorised Share Capital;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation and the Increase in Authorised Share Capital becoming effective and, if required, the Consolidated Shares which may fall to be allotted and issued upon exercise of the share options to be granted under the Share Option Scheme of the Company;
- (iii) the compliance with all relevant procedures and requirements under the applicable laws in the Cayman Islands and the Listing Rules to effect the Share Consolidation and the Increase in Authorised Share Capital; and
- (iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation and the Increase in Authorised Share Capital.

### **OTHER ARRANGEMENTS**

#### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

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## LETTER FROM THE BOARD

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### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Mr. Sunny Ho of Sunhigh Financial Holdings Limited at Unit D, 21/F., Yardley Commercial Building, 3 Connaught Road West, Hong Kong (telephone number (+852) 2591 2303) during office hours (9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) for the period from 9:00 a.m. on Monday, 13 January 2025 to 4:00 p.m. on Wednesday, 5 February 2025 (both days inclusive). Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

### **Exchange of certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be Friday, 27 December 2024, Shareholders may on or after Friday, 27 December 2024 and until Friday, 7 February 2025 (both days inclusive), submit their existing share certificates for the Existing Shares (in green colour) to the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for exchange for new share certificates for the Consolidated Shares (in light blue colour) at the expense of the Company. Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.5 per share certificate (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Share Registrar for exchange of new share certificates. After 4:10 p.m. on Wednesday, 5 February 2025, trading will only be in Consolidated Shares which share certificates will be issued in light blue colour. Existing share certificates in green colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title, and may be exchanged for share certificates for the Consolidated Shares at any time at the expenses of the Shareholders.

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## LETTER FROM THE BOARD

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### EGM

The EGM will be held on 23 December 2024 (Monday) at 3:00 p.m. at 2 Portion, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong to consider and, if thought fit, pass the resolution to approve the Share Consolidation and the Increase in Authorised Share Capital. A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office 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 of the EGM (by 21 December 2024, before 3:00 p.m.) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof (as the case may be) should you subsequently so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder would have a material interest in the Share Consolidation which is different from other Shareholders, and no Shareholder should be required to abstain from voting on the resolution approving the Share Consolidation at the EGM.

In accordance with Rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll except where the chairman, 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. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

After the conclusion of the EGM, the poll vote results will be published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

### CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Thursday, 19 December 2024 to Monday, 23 December 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the EGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 18 December 2024.



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## LETTER FROM THE BOARD

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### 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.

### RECOMMENDATION

The Directors consider that the proposed Share Consolidation, the Increase in Authorised Share Capital and Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution approving the Share Consolidation and the Increase in Authorised Share Capital to be proposed at the EGM.

### MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

**Shareholders should take note that the Share Consolidation, the Increase in Authorised Share Capital and the Change in Board Lot Size are conditional upon the fulfilment of their respective conditions. Therefore, the Share Consolidation, the Increase in Authorised Share Capital and the Change in Board Lot Size may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

By Order of the Board  
**China Frontier Technology Group**  
**Ren Wen**  
*Co-Chairlady and Executive Director*

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## NOTICE OF EGM

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### 中國前沿科技集團

China Frontier Technology Group

(formerly known as *Wisdom Sports Group* 智美體育集團)

(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 China Frontier Technology Group (the “**Company**”) will be held on 23 December 2024 (Monday) at 3:00 p.m. at 2 Portion, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolutions of the Company. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 5 December 2024 of which this notice convening the EGM forms part.

### ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below) and with effect from the second business day immediately following the date on which this resolution is passed:
  - (a) every ten (10) issued and unissued ordinary shares with a par value of US\$0.00025 each in the authorised and issued share capital of the Company be consolidated into one (1) ordinary share with a par value of US\$0.0025 each (the “**Consolidated Shares**”) (the “**Share Consolidation**”), such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the amended and restated memorandum and articles of association of the Company;
  - (b) round down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share arising as a result of the Share Consolidation;
  - (c) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and

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## NOTICE OF EGM

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- (d) any one of the Directors be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) as he considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

2. **“THAT**

- (a) subject to the Share Consolidation taking effect, the authorised share capital of the Company be increased from US\$1,000,000 divided into 400,000,000 ordinary shares with a par value of US\$0.0025 each to US\$5,000,000 divided into 2,000,000,000 ordinary shares with a par value of US\$0.0025 each by the creation of an additional 1,600,000,000 Shares (the **“Increase in Authorised Share Capital”**); and
- (b) any one of the Directors be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) as he considers necessary, desirable or expedient to give effect to the Increase in Authorised Share Capital and the transactions contemplated thereunder.”

By Order of the Board  
**China Frontier Technology Group**  
**Ren Wen**  
*Co-chairlady and Executive Director*

Hong Kong, 5 December 2024

*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/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 EGM. 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 EGM 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 EGM or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.

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## NOTICE OF EGM

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5. 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/it 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.
6. 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.
7. In order to determine the shareholders who will be qualified for attending and voting at the EGM, the register of members of the Company will be closed from Thursday, 19 December 2024 to Monday, 23 December 2024, both days inclusive. All completed transfer document(s) together with the relevant share certificate(s) must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 18 December 2024 for registration.
8. Voting of EGM shall be taken by poll.
9.
  - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is expected to be in force at any time on the date of the EGM, the EGM will be postponed to the next Business Day on which no tropical cyclone warning signal No. 8 or above or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is hoisted or in force in Hong Kong at any time between the hours from 12:00 p.m. to 3:00 p.m. and in such case the EGM shall be held at the same time and venue.
  - (b) If a tropical cyclone warning signal No. 8 or above or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is lowered or cancelled three hours before the time appointed for holding the EGM and where conditions permit, the EGM will be held as scheduled.
  - (c) The EGM will be held as scheduled when a tropical cyclone warning signal No. 3 or below is hoisted or an amber or red rainstorm warning signal is in force.
  - (d) After considering their own situations, Members should decide on their own whether or not they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
10. A form of proxy for use at the EGM is enclosed.
11. The EGM is expected to last for one hour. Shareholders in person (or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.
12. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the executive Directors of the Company are Ms. Ren Wen, Mr. Wong Man Keung, Ms. Ren Song, Mr. Sheng Jie, Mr. Chang Hai Song, Ms. Wang Jie and Ms. Zhang Panpan; and the independent non-executive Directors of the Company are Ms. Leung Hiu Man, Ms. Gao Wenjuan, Mr. Wu Mingcong and Ms. Peng Xiaoliu.*