
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 to be taken, you should consult a stockbroker or other registered dealer in securities, a 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, together with the 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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01661.HK

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)

PROPOSED RE-ELECTION OF DIRECTORS, PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 2 Portion, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Monday, 30 June 2025 at 3:00 p.m. is set out on pages 19 to 24 of this circular.

This circular together with the proxy form for use at the AGM are published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.wisdomsports.com.cn>).

Whether or not you are able to attend the annual general meeting, please complete and sign the proxy form 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 but in any event not less than 48 hours before the time appointed for the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish, and in such event, the instrument appoint a proxy shall be deemed to be revoked.

6 June 2025

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held on 30 June 2025 (or any adjournment thereof). Notice of AGM is set out on pages 40 to 46 of this circular
“Articles”	the amended and restated memorandum and articles of association of the Company
“Board”	the board of Directors
“Business Day”	has the meaning ascribed to it under the Listing Rules
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“China” or the “PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of China and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“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)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with (including any sale or transfer of treasury Shares out of treasury) new Shares of up to 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	4 June 2025, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM
“RMB”	Renminbi, the lawful currency of the PRC
“Rules”	the rules of the Scheme as amended from time to time
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.0025 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong
“treasury shares”	has the meaning ascribed to it under the Listing Rules, and for the purposes of the Scheme, references to new shares include treasury shares, and references to the issue of shares or securities include the transfer of treasury shares of the Company
“US\$”	US dollars, the lawful currency of the United States of America
“%”	per cent.

Certain Chinese names of institutions or other entities included in this circular have been translated into English and included as unofficial translations for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail over the English translations. Except the above, in the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

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

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 Hai Song

Ms. Wang Jie

Ms. Zhang Panpan

Independent Non-executive Directors:

Ms. Gao Wenjuan

Ms. Leung Hiu Man

Mr. Wu Mingcong

Ms. Peng Xiaoliu

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

Principal Place of Business in Hong Kong:

Room B, 23/F

Yardley Commercial Building

3 Connaught Road West

Sheung Wan, Hong Kong

6 June 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

2. THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS

The annual report incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the auditors of the Company for the year ended 31 December 2024 have been published. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Company.

3. RE-APPOINTMENT OF AUDITORS

The Board recommended that, subject to the approval of the Shareholders at the AGM, Infinity CPA Limited be re-appointed as auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company; and the Board proposed it be authorised to fix its remuneration.

4. RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Further, according to Article 83 of the Articles, any Director appointed by the Board either to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

At the AGM, in accordance with Articles 83 and 84 of the Articles and in the opinion of the Board, Mr. Chang Hai Song, Ms. Wang Jie, Ms. Zhang Panpan, Ms. Gao Wenjuan (**“Ms. Gao”**), Ms. Leung Hiu Man (**“Ms. Leung”**), Mr. Wu Mingcong (**“Mr. Wu”**) and Ms. Peng Xiaoliu (**“Ms. Peng”**) will retire and, being eligible, will offer themselves for re-election.

Biographies of the above Directors who are proposed for re-election at the AGM are set out in Appendix I to this circular.

The Nomination Committee reviewed the structure, size and diversity of the Board, as well as the Company’s nomination policy and the Board diversity policy to ensure that the Board’s composition complies with the Listing Rules and reflects an approximate mix of skills, experience and diversity that are relevant to the Group’s objectives and strategy, and suits the need of and balance of the Group. Individuals proposed for re-election (including independent non-executive Director) are selected with reference to the requirements of the Articles, and the rotation cycle of Directors’ re-election. The Nomination Committee considered and assessed the suitability of the retiring Directors proposed for re-election at the AGM on his/her individual qualities (including background, knowledge, skills, experiences and integrity), his/her contribution to the Board, his/her capacity and commitment to provide sufficient time and attention to the Company’s affairs, and the benefits he could bring to the Company.

LETTER FROM THE BOARD

For the proposed re-election of Ms. Gao, Ms. Leung, Mr. Wu and Ms. Peng as independent non-executive Directors, the Board and the Nomination Committee have considered the potential contribution the relevant Directors can bring to the Board in terms of qualification, skills, experience and independence, taking into account the relevant Directors' biographical information and background, and considering various factors including but not limited to gender, age, cultural and educational background and professional experience as set out in the Board Diversity Policy of the Company.

The Board has considered the valuable business experience, knowledge and professionalism of each of Ms. Gao, Ms. Leung, Mr. Wu and Ms. Peng. In addition, the Board has also assessed the independence of each of Ms. Gao, Ms. Leung, Mr. Wu and Ms. Peng, by reference to the independence guidelines as set out in Rule 3.13 of the Listing Rules and has also received a confirmation from each of Ms. Gao, Ms. Leung, Mr. Wu and Ms. Peng, in respect of his/her independence. Taking into account the above factors, the Board is satisfied that each of Ms. Gao, Ms. Leung, Mr. Wu and Ms. Peng, is independent and possesses the qualifications, skills and experience that can bring further contributions to the Board and its diversity.

The Nomination Committee has recommended to the Board for the re-election of these retiring Directors. Having considered the recommendation from the Nomination Committee, the Board is of the view that the diverse background and skill sets, invaluable knowledge and experience of each of these retiring Directors proposed for re-election are valuable to, and will continue to generate diversity and contribution to, the Company and the Shareholders as a whole. The Board considers it is in the interests of the Company and its Shareholders to re-elect these retiring Directors (namely, Mr. Chang Hai Song, Ms. Wang Jie, Ms. Zhang Panpan, Ms. Gao, Ms. Leung, Mr. Wu and Ms. Peng) at the AGM.

Ms. Leung and Ms. Gao have abstained from voting on their respective own nomination when it was considered by the Nomination Committee. Each of the Directors proposed for re-election has abstained from voting on resolutions regarding his/her own re-election when it was considered by the Board.

5. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 28 June 2024, ordinary resolutions were passed to grant general mandates to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of shares then in issue and to repurchase Shares of not exceeding 10% of the total number of shares then in issue, and to extend the aforesaid mandate to allot, issue or deal with shares by the number of Shares so repurchased. These general mandates are due to expire at the conclusion of the AGM.

LETTER FROM THE BOARD

At the AGM, approval will be sought from Shareholders for:

- (i) the Issue Mandate – to authorise the Directors to allot, issue or deal with (including any sale or transfer of treasury shares) additional shares of not exceeding 20% of the total number of shares in issue (excluding treasury shares and such total number to be subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of such resolution) at the date of passing of the relevant resolution (being a total of 38,058,840 Shares on the basis that there being no change in the total number of shares in issue from the Latest Practicable Date to the date of the AGM).

An ordinary resolution to extend the Issue Mandate by adding the number of shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the AGM.

The relevant ordinary resolutions are set out in items 12 and 13 of the notice of AGM.

- (ii) the Repurchase Mandate – to authorise the Directors to repurchase on the Stock Exchange (or any other stock exchange) shares not exceeding 10% of the total number of shares in issue (excluding treasury shares and such total number to be subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of such resolution) as at the date of passing of the relevant resolution (being a total of 19,029,420 Shares on the basis that there being no change in the total number of Shares in issue from the Latest Practicable Date to the date of the AGM). The relevant ordinary resolution is set out in item 11 of the notice of AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 190,294,200 Shares. The Board wishes to state that as of the Latest Practicable Date, it has no immediate plan to issue any new Shares pursuant to the Issue Mandate and it has no plan to repurchase shares under the Repurchase Mandate.

With effect from 11 June 2024, amendments have been made on the Listing Rules to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased shares and/or (ii) hold such shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of shares are made. As at the Latest Practicable Date, the Company intends to hold repurchased shares as treasury shares. If the Company holds shares in treasury, any resale of shares held in treasury will be made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

LETTER FROM THE BOARD

A holder of treasury Shares shall abstain from voting on matters that require shareholders' approval under the Listing Rules. To the extent that Shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information for considering the proposal to grant the Directors the Repurchase Mandate is set out in Appendix II to this circular.

6. GENERAL

As at the Latest Practicable Date, 190,294,200 Shares were in issue and there were no treasury Shares.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. Your attention is also drawn to the additional information set out in the appendices to this circular.

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 document misleading.

7. AGM

The notice of AGM is set out on pages 19 to 24 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by way of a poll except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company is not aware of any Shareholder who is required to abstain from voting under the Listing Rules for having a material interest in the matters to be considered at the AGM.

A proxy form for use at the AGM is published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.wisdomsports.com.cn>). To be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at 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 but in any event not less than 48 hours before the time appointed for the AGM or any adjournment thereof (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

8. CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the register of members of the Company on Monday, 30 June 2025 (the AGM record date) will be entitled to attend and vote at the AGM. For the purpose of determining Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 26 June 2025 to Monday, 30 June 2025, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 25 June 2025.

9. RECOMMENDATION

The Directors consider that the resolutions as set out in the notice of AGM are all in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions at the AGM.

Yours faithfully,

For and on behalf of the Board

China Frontier Technology Group

Ren Wen

Co-chairlady and Executive Director

Set out below are biographical details of the Directors proposed for re-election at the AGM.

Mr. Chang Hai Song (“**Mr. Chang**”), aged 44, completed his EMBA programme at Cheung Kong Graduate School of Business in September 2018. Mr. Chang is highly knowledgeable in finance, securities trading, equity investment, and mergers and acquisitions with over ten years of experience.

Save as disclosed above, Mr. Chang has not held (i) any other position in the Company and other members of the Group; (ii) any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

Mr. Chang has no relationships with any Directors, senior management, substantial or controlling shareholders of the Company (having the meaning ascribed to it in the Listing Rules) and does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Under the letter of appointment entered into between Mr. Chang and the Company, Mr. Chang’s term of service is a term of one year commencing from 30 April 2024 and subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The remuneration of Mr. Chang is HK\$360,000 per annum which is determined by the Board and the Remuneration Committee with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Chang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Zhang Panpan (“**Ms. Zhang**”), aged 34, obtained her Advanced Diploma in Tourism Management from Xinyang Normal University in 2012.

Ms. Zhang has extensive working experience in project management and education. She worked as Project General Manager at Hong Kong Economic (Shenzhen) Education Technology Co., Ltd.* (港經(深圳)教育科技有限公司) from 2023 to 2024, where she was responsible for collaborating with domestic and international golf clubs, organizing golf competitions, and establishing strategic partnerships with several well-known golf courses and golf equipment distributors to provide customers with high-quality services in major cities in China. From 2022 to 2023, she served as Assistant Project General Manager at Gangxin (Shenzhen) Education Consulting Co., Ltd.* (港新(深圳)教育諮詢有限公司), primarily responsible for the recruitment, maintenance, and management of golf club members. From 2015 to 2022, she worked as Assistant Project General Manager at Henan Hengnian Education Consulting Co., Ltd. (河南恆念教育諮詢有限公司), where she was responsible for the recruitment and delivery of courses for the Business School’s Entrepreneur Program. Additionally, she worked as Assistant to the

* for identification purposes only

Chairman at Henan Oak Real Estate Co., Ltd.* (河南橡樹置業有限公司) from 2014 to 2015, where she assisted the chairman in facilitating meetings, handling documentation, and ensuring smooth business operations.

Save as disclosed above, Ms. Zhang has not held (i) any other position in the Company and other members of the Group; (ii) any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

Ms. Zhang has no relationships with any Directors, senior management, substantial or controlling shareholders of the Company (having the meaning ascribed to it in the Listing Rules) and does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Under the service contracts entered into between Ms. Zhang and the Company, her term of service is three years. Her directorship in the Company is subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The remuneration of Ms. Zhang is determined by the Board and the Remuneration Committee with reference to her experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the appointment of Ms. Zhang that need to be brought to the attention of shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Wang Jie (“**Ms. Wang**”), aged 46, holds a bachelor’s degree in administrative management from the East China University of Science and Technology’s Online Education College. With extensive experience in educational management and human resources, Ms. Wang excels in organizational planning, talent development, and team management.

Save as disclosed above, Ms. Wang has not held (i) any other position in the Company and other members of the Group; (ii) any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

Ms. Wang has no relationships with any Directors, senior management, substantial or controlling shareholders of the Company (having the meaning ascribed to it in the Listing Rules) and does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

* for identification purposes only

Under the letter of appointment entered into between Ms. Wang and the Company, Ms. Wang's term of service is a term of one year commencing from 30 April 2024 and subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The remuneration of Ms. Wang is HK\$360,000 per annum which is determined by the Board and the Remuneration Committee with reference to her experience, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Wang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Gao Wenjuan ("**Ms. Gao**"), aged 38, graduated from Huazhong University of Science and Technology with a bachelor's degree in journalism. Ms. Gao has extensive experience in auditing, accounting and consulting. Since 2010, Ms. Gao has started working in finance, taxation and auditing practices. Ms. Gao has extensive financial knowledge given her management experience in various well-known domestic consulting and management companies of which she is mainly responsible for auditing of Hong Kong enterprises. Her rich experience in the auditing requirements of both mainland and Hong Kong can provide useful consulting advice to the Company.

Save as disclosed above, Ms. Gao has not held (i) any other position in the Company and other members of the Group; (ii) any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

Ms. Gao has no relationships with any Directors, senior management, substantial or controlling shareholders of the Company (having the meaning ascribed to it in the Listing Rules) and does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Ms. Gao has entered into a service agreement as an independent non-executive Director with the Company for a period of three year from the date of appointment. She will hold office until the next general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the articles of the Company. Ms. Gao is entitled to a director's fee of HK\$240,000 per year, which was determined by the Board by reference to the current market conditions and may be reviewed from time to time at the discretion of the Board.

Ms. Gao has confirmed that she has met the independence criteria set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Gao that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Leung Hiu Man (“**Ms. Leung**”), aged 39, graduated from the University of Gloucestershire in 2013 with a BA (Hons) degree in Accounting and Financial Management studies. She has over 10 years of accounting work experience.

Save as disclosed above, Ms. Leung has not held (i) any other position in the Company and other members of the Group; (ii) any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

Ms. Leung has no relationships with any Directors, senior management, substantial or controlling shareholders of the Company (having the meaning ascribed to it in the Listing Rules) and does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Ms. Leung has entered into a service contract or letter of appointment with the Company for a term of one year commencing from 30 April 2024. Her directorship shall last until the next following general meeting of the Company and then shall be eligible for re-election. She is also subject to retirement by rotation and re-election pursuant to the articles of association of the Company. Ms. Leung is entitled to a Director’s fee of HK\$360,000 per annum. The Director’s fees payable to Ms. Leung were approved by the Board and the Remuneration Committee with reference to her background, experience, responsibilities, workload and the time devoted to the Company and shall be reviewed by the Remuneration Committee from time to time.

Ms. Leung has confirmed that she has met the independence criteria set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Leung that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wu Mingcong (“**Mr. Wu**”), aged 39, graduated from Kun Chi Vocational School in 2004 and received the “National Informatization Senior Software Engineer” certification through professional training in 2011. Mr. Wu is currently the Chief Technology Officer at Everbright Zhongxing Investment Fund Management (Beijing) Co., Ltd.* (光大中興投資基金管理(北京)有限公司) and is responsible for the company’s technology strategy and its implementation. He served as Chief Technology Officer at a startup company from 2019 to 2022 and he was responsible for formulating the overall technology strategy to drive innovation and digital transformation. He also focused on identifying industry trends and actively participated in strategic decision-making. From 2016 to 2019, he worked as Technical Director at 98x Securities

* for identification purposes only

Investment Consulting (Beijing) Co., Ltd.* (九八鋼證券投資諮詢(北京)有限公司), where he was responsible for building and managing a data aggregation platform and leading the development of multi-platform applications to enhance user experience and brand impact.

Ms. Peng Xiaoliu (“**Ms. Peng**”), aged 32, obtained a bachelor’s degree in arts from Shenzhen University in 2015. She is a professional with nearly 8 years of experience in financial media and capital market information. She is currently the Chief Content Officer at Jiangsu Damo Information Industry Co., Ltd. * (江蘇大漠信息產業股份有限公司) and is responsible for writing and editing various types of materials and documents regarding the latest developments in the financial market, trusts, securities, asset management, mergers and acquisitions, and fintech. She is also involved in formulating and executing content marketing strategies to enhance brand awareness and participates in the formulation and execution of group strategies, conducting in-depth research on cutting-edge fields such as fintech, life sciences, and artificial intelligence. She cultivates an international and forward-looking market perspective and provides feasible suggestions for the company’s brand building and strategic development. From 2016 to 2019, she was a financial editor specializing in securities analysis, primarily responsible for writing original financial analysis articles and reporting on-site news during the announcement conferences of publicly listed companies.

Save as disclosed above, Mr. Wu and Ms. Peng do not hold (i) any other position in the Company and other members of the Group; (ii) any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

Mr. Wu and Ms. Peng have no relationships with any Directors, senior management, substantial or controlling shareholders of the Company (having the meaning ascribed to it in the Listing Rules) and do not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Under the letters of appointment entered into between Mr. Wu and Ms. Peng respectively and the Company, their term of service is three years. Their directorship in the Company is subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The remuneration of Mr. Wu and Ms. Peng is determined by the Board and the Remuneration Committee with reference to their experience, duties and responsibilities within the Company.

Mr. Wu and Ms. Peng have confirmed that they have met the independence criteria set out in Rule 3.13 of the Listing Rules respectively.

* for identification purposes only

Save as disclosed above, there are no other matters relating to the appointment of Mr. Wu and Ms. Peng need to be brought to the attention of shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Each of Ms. Gao, Ms. Leung, Mr. Wu and Ms. Peng confirmed (i) his/her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) he/she has no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his/her independence at the time of his/her appointment.

Save as disclosed in this circular, each of the above Directors proposed for re-election has confirmed that there is no other information with respect to his/her respective re-election which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. So far as the Company is aware of, there are no other matters concerning the re-election of the above Directors that need to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This explanatory statement contains information required by the Listing Rules in relation to the grant of the Repurchase Mandate.

1. ISSUED SHARES

As at the Latest Practicable Date, the total number of Shares in issue were 190,294,200. Subject to the passing of the relevant ordinary resolution set out in item 11 of the notice of AGM and on the basis that there being no change to the total number of Shares in issue prior to the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 19,029,420 Shares, representing approximately 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from its Shareholders to enable the Directors to repurchase the Company's shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net asset per Share and/or earnings per Share, and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASE

The Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and the Articles of the Company, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period (as compared with the position of the Company as disclosed in the audited financial statements for the year ended 31 December 2024 contained in the Company's 2024 Annual Report). The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital and/or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2024		
June	1.81	1.50
July	1.70	1.37
August	1.58	1.01
September	1.68	1.15
October	1.60	1.05
November	1.54	0.97
December	1.21	0.90
2025		
January	1.12	0.65
February	1.20	0.90
March	1.06	0.69
April	0.69	0.59
May	0.69	0.57
June (up to the Latest Practicable Date)	0.81	0.57

6. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, none of their respective close associates, have any present intention to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell Shares to the Company, or that they have undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make purchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Company may cancel any Shares it repurchased and/or hold them as treasury Shares, subject to, among other things, market conditions and the Company's capital management needs at the relevant time of the repurchases.

Neither this explanatory statement nor the proposed share repurchase (if any) under the Repurchase Mandate has any unusual features.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Repurchase 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 and 32 of the Takeovers Code.

The Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as would result in such mandatory offer obligation arising. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the public shareholding of the Company falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

As at the Latest Practicable Date and based on the current shareholding structure the Company, in the event that the Directors exercise the Repurchase Mandate in full, which is not presently contemplated, and that there is no change in the issued share capital of the Company after the Latest Practicable Date, then the public float will be changed from 52.03% to 46.70%.

8. REPURCHASE IN THE PAST SIX MONTHS

The Company had not purchased its Share (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



01661.HK

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Frontier Technology Group (the “**Company**”) will be held at 2 Portion, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 30 June 2025 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2024.
2. To re-elect Mr. Chang Hai Song as executive director of the Company.
3. To re-elect Ms. Wang Jie as executive director of the Company.
4. To re-elect Ms. Zhang Panpan as an executive director of the Company.
5. To re-elect Ms. Gao Wenjuan as an independent non-executive director of the Company.
6. To re-elect Ms. Leung Hiu Man as an independent non-executive director of the Company.
7. To re-elect Mr. Wu Mingcong as an independent non-executive director of the Company.
8. To re-elect Ms. Peng Xiaoliu as an independent non-executive director of the Company.
9. To authorise the board of directors of the Company to fix the remuneration of the directors.
10. To re-appoint Infinity CPA Limited as auditors and to authorise the board of directors of the Company to fix the auditors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs, in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (excluding treasury shares and subject number is subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares (including sale or transfer of treasury shares) in the capital of the Company (including without limitation, warrants, bonds and debentures convertible into shares of the Company) and to make or grant offers, agreements and options during the Relevant Period (as defined below), which would or might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors (including sale or transfer of treasury shares) pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (excluding treasury shares and subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from 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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognized regulatory body or any stock exchange).”

13. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in 11 and 12 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 12 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 11 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (excluding treasury shares and subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

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

Hong Kong, 6 June 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by way of a poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands) pursuant to the Listing Rules and the Articles of Association of the Company. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A proxy form for the meeting is published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.wisdomsports.com.cn>).

Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every shareholder present in person or by proxy shall be entitled to one vote for each fully paid share held by him.

In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at 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 not less than 48 hours before the time appointed for the meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. Shareholders whose names appear on the register of members of the Company on Monday, 30 June 2025 (the annual general meeting record date) will be entitled to attend and vote at the annual general meeting. For the purpose of determining shareholders who are entitled to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, 26 June 2025 to Monday, 30 June 2025, both days inclusive. In order to qualify for attending and voting at the annual general meeting, all transfer documents should be lodged for registration with Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 25 June 2025.
4. The annual general meeting will be a physical meeting. If a black rainstorm warning, a tropical cyclone warning signal number 8 or above or "extreme conditions" caused by a super typhoon is hoisted or announced by the HKSAR Government after 7:00 a.m. on the date of the meeting, the meeting will be postponed to a later date. The Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify the Shareholders of the date, time and place of the adjourned meeting.

If a black rainstorm warning, a tropical cyclone warning signal number 8 or above or "extreme conditions" caused by a super typhoon is lowered or cancelled by the HKSAR Government at or before 7:00 a.m. on the date of the meeting and where conditions permit, the meeting will be held as scheduled.

"Extreme conditions" herein include but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons.

The meeting will be held as scheduled when an "amber" or "red" rainstorm warning signal is in force.

NOTICE OF ANNUAL GENERAL MEETING

5. References to time and dates in this notice are to Hong Kong time and dates.
6. Attendees are requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the meeting venue or require any person to leave the venue so as to ensure the health of the meeting attendees. While the Company proposes and endeavours to implement a number of measures to safeguard the health of the attendees, no obligation or liability whatsoever will be assumed by the Company in connection with the successful implementation or otherwise of any or all of those measures. The Company may be required to change the meeting arrangements at short notice due to, among other matters, public health considerations. Shareholders should check the website of the Company for future announcements and updates on the meeting arrangements.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form.

7. If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to the Company's head office and principal place of business in Hong Kong.
8. Shareholders may contact Customer Service Hotline of Computershare Hong Kong Investor Services Limited at (852) 2862 8555 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.