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If you are in any doubt as to any aspect of this circular, you should consult your stock broker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CMGE Technology Group Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stock broker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CMGE Technology Group Limited

中 手 游 科 技 集 团 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0302)

PROPOSED DECLARATION OF A FINAL DIVIDEND

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

PROPOSED RE-APPOINTMENT OF AUDITORS

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND PURCHASE SHARES

PROPOSED GRANT OF SHARE OPTIONS

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 10th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC on Tuesday, 25 May 2021 at 10:00 a.m. is set out on pages 22 to 26 of this circular. A proxy form for use at the AGM is also enclosed. Such proxy form is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.cmge.com).

Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's Hong Kong 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. before 10:00 a.m. on Sunday, 23 May 2021) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjourned meeting, should you so wish.

23 April 2021

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC on Tuesday, 25 May 2021 at 10:00 a.m. or any adjournment thereof
“AGM Notice”	the notice for convening the AGM as set out on pages 22 to 26 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	CMGE Technology Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Core Connected Person(s)”	has the meaning ascribed to it/them 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
“Latest Practicable Date”	19 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Date”	31 October 2019, being the date when the Shares are listed and from which dealings therein were permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of US\$0.0001 each in the share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to purchase Shares, details of which are set out in the ordinary resolution no. 5 of the AGM Notice
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with any Shares which would or might require the exercise of such power, details of which are set out in ordinary resolution no. 6 of the AGM Notice
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
“US\$”	United States dollars, the lawful currency of the United States of America



CMGE Technology Group Limited
中 手 游 科 技 集 团 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 0302)

Executive Directors:

Mr. XIAO Jian (*Chairman*)
Mr. SIN Hendrick
Mr. FAN Yingjie

Independent Non-executive Directors:

Ms. NG Yi Kum
Mr. TANG Liang
Mr. HO Orlando Yaukai

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

*Principal Place of Business in
Hong Kong:*

13th Floor, 8 Wyndham Street
Central
Hong Kong

23 April 2021

To the Shareholders

Dear Sir or Madam,

PROPOSED DECLARATION OF A FINAL DIVIDEND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
PROPOSED RE-APPOINTMENT OF AUDITORS
PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND PURCHASE SHARES
PROPOSED GRANT OF SHARE OPTIONS
AND
NOTICE OF ANNUAL GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the following resolutions to be proposed at the AGM to consider and approve:

1. the declaration of a final dividend;

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2. the proposed re-election of the retiring Directors;
3. the proposed re-appointment of auditors;
4. the grant of the Share Buy-back Mandate;
5. the grant of the Share Issue Mandate (including the extended Share Issue Mandate); and
6. the grant of share options.

II. DECLARATION OF A FINAL DIVIDEND

As mentioned in the annual results announcement of the Company dated 24 March 2021, after due consideration of Shareholders' as well as the Company's long-term interests, the Board recommended the payment of a final dividend of HK\$0.0928 (equivalent to RMB0.0825 based on the average exchange rate of 2020) per Share for the year ended 31 December 2020 out of the Company's share premium account, which is subject to the approval of Shareholders at the AGM. The final dividend, if approved by the Shareholders at the AGM, will be paid on or before Wednesday, 30 June 2021 to Shareholders whose name appear on the register of members of the Company as at the close of business on Friday, 11 June 2021. The aggregated amount of the dividends to be distributed by the Company for the year ended 31 December 2020 is proposed to be approximately HK\$232.9 million, based on 2,510,150,000 Shares, being the total number of Shares as at 31 December 2020.

For the purpose of determining entitlement to a final dividend, the register of members of the Company will be closed from Monday, 7 June 2021 to Friday, 11 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to the payment of a final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712—1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 4 June 2021.

III. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of six Directors, namely Mr. XIAO Jian, Mr. SIN Hendrick, Mr. FAN Yingjie, Ms. NG Yi Kum, Mr. TANG Liang and Mr. HO Orlando Yukai.

In accordance with article 16.18 of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. XIAO Jian, Mr. SIN Hendrick and Mr. FAN Yingjie will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

The Board had considered the perspectives, skills, experience and diversity of the above retiring Directors and believed that their professional knowledge and general business acumen will continue to generate significant contribution to the Board, the Company and the Shareholders as a whole. Hence, the Board recommended the above retiring Directors to be re-elected at the AGM.

Biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

IV. RE-APPOINTMENT OF AUDITORS

The financial statements of the Group for the year ended 31 December 2020 were audited by Ernst & Young whose term of office will expire upon the conclusion of the AGM.

The Board proposed to re-appoint Ernst & Young as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed at the AGM to authorise the Board to fix the auditors' remuneration for the year ending 31 December 2021. Ernst & Young have indicated their willingness to be re-appointed as auditors of the Company for the said period.

V. SHARE BUY-BACK MANDATE

An ordinary resolution will be proposed that the Directors be given an unconditional general mandate to purchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, of not exceeding 10% of the total number of issued Shares of the Company as at the date of approval of the Share Buy-back Mandate. Details of the Share Buy-back Mandate are set out in ordinary resolution no. 5 of the AGM Notice.

As at the Latest Practicable Date, the Company had an aggregate of 2,510,150,000 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Share Buy-back Mandate and on the basis that no further Shares are issued or purchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Buy-back Mandate to purchase a maximum of 251,015,000 Shares.

An explanatory statement as required by the Listing Rules, giving certain information regarding the Share Buy-back Mandate, is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Share Buy-back Mandate.

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The Share Buy-back Mandate, if granted, shall continue to be in force during the period from the date of passing the resolution for the approval of the Share Buy-back Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law(s) to be held; or (iii) the revocation or variation of the Share Buy-back Mandate by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

VI. SHARE ISSUE MANDATE

An ordinary resolution will be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares which would or might require the exercise of such power of not exceeding 20% of the total number of issued shares of the Company as at the date of approval of the Share Issue Mandate. Details of the Share Issue Mandate are set out in ordinary resolution no. 6 of the AGM Notice.

Subject to the passing of the ordinary resolution for the approval of the Share Issue Mandate and on the basis that no further Shares are issued or purchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot, issue and deal with a maximum of 502,030,000 Shares under the Share Issue Mandate.

In addition, a separate ordinary resolution no. 9 will also be proposed to approve the extension of the Share Issue Mandate by adding the number of purchased Shares under the Share Buy-back Mandate to the total number of Shares which may be allotted and issued by the Directors pursuant to the Share Issue Mandate.

The Share Issue Mandate (including the extended Share Issue Mandate), if granted, shall continue to be in force during the period from the date of passing the resolution for the approval of the Share Issue Mandate (including the extended Share Issue Mandate) up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law(s) to be held; or (iii) the revocation or variation of the Share Issue Mandate (including the extended Share Issue Mandate) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

VII. GRANT OF SHARE OPTIONS

(a) Introduction

Reference is made to the announcements of the Company dated 30 March 2021 and 12 April 2021 in relation to, among others, the grant of the share options to Mr. XIAO Jian and Mr. SIN Hendrick. On 29 March 2021, the Board resolved to conditionally grant share options to Mr. XIAO Jian and Mr. SIN Hendrick to subscribe for 5,000,000 Shares and 3,000,000 Shares, respectively. As the grant of the share options would result over 0.1% of the total issued Shares, having an aggregate value in excess of HK\$5 million (based on the closing price of the Shares as at the date of grant, i.e. 29 March 2021), to be issued to each of Mr. XIAO Jian and Mr. SIN Hendrick, respectively, upon exercise of all share options, the grant of the share options must be approved by the independent Shareholders according to the Rule 17.04(1) of the Listing Rules. The Board proposes to seek the

LETTER FROM THE BOARD

approval of the independent Shareholders for the grant of the share options to Mr. XIAO Jian and Mr. SIN Hendrick. The granting of share options to Mr. XIAO Jian and Mr. SIN Hendrick are not inter-conditional to each other. Details of the share options to be granted to Mr. XIAO Jian and Mr. SIN Hendrick, respectively, are as below:

Name	Position	Number of share options granted	Percentage of the Shares out of the total number of Shares in issue as at the date of grant and the Latest Practicable Date	Aggregate value of the Shares upon the full exercise of share options based on the closing price of the Shares as at the Latest Practicable Date	Aggregate value of the Shares upon the full exercise of share options based on the closing price of the Shares as at the Latest Practicable Date
Mr. XIAO Jian	Chairman, the chief executive officer, an executive Director and a substantial Shareholder	5,000,000	0.199%	HK\$14,150,000	HK\$15,800,000
Mr. SIN Hendrick	Vice-chairman, an executive Director and a substantial Shareholder	3,000,000	0.120%	HK\$8,490,000	HK\$9,480,000

Details of the share options granted are set out below:

Date of grant	:	29 March 2021
Total number of share options granted	:	50,000,000
Exercise price of the share options granted	:	HK\$2.900 per Share, which shall not be less than the highest of (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on 29 March 2021; (b) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding 29 March 2021; and (c) the nominal value of a Share (i.e. US\$0.0001 per Share).
Amount payable by each grantee upon acceptance of the share options	:	RMB1.00
Closing price of the Shares on the date of grant	:	HK\$2.830 per Share

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- The average closing price of the Shares for the five trading days immediately preceding the date of grant** : HK\$2.900 per Share
- Validity period of the share options** : 3 years commencing from 29 March 2021 and expiring on 28 March 2024 (both dates inclusive)
- Exercise period and vesting conditions of the share options** : Subject to the achievement and satisfaction of the targeted revenue of the Group for the year ending 31 December 2021 (the “**Performance Targets**”) as determined by the Board at a level which is no less than a 10% increase of the revenue of the Group for the year ended 31 December 2020, subject to adjustment from time to time based on the future development of market conditions⁽¹⁾:
- (a) two third of the share options granted to each of the grantees will be exercisable from 29 March 2022 to 28 March 2024 (both dates inclusive); and
 - (b) one third of the share options granted to each of the grantees will be exercisable from 29 March 2023 to 28 March 2024 (both dates inclusive).

Note:

- (1) In the event that the Group does not achieve the Performance Targets, the relevant share options would lapse.

The Company will seek Shareholders’ approval under Rule 17.04(1) of the Listing Rules in respect of any change in the terms of share options granted to Mr. XIAO Jian and Mr. SIN Hendrick as set forth above.

LETTER FROM THE BOARD

(b) Shareholding structure before and after the grant of share options

The following table sets forth the shareholding structure of the Group before and after the exercise of the share options granted, assuming no other Shares are issued and repurchased by the Group:

Shareholders	Interests in the issued share capital of the Company as at the Latest Practicable Date (without taking into account of the share options granted on 29 March 2021)		Interests in the issued share capital of the Company (assuming the full exercise of share options by Mr. XIAO Jian and Mr. SIN Hendrick, without taking into account the exercise of the share options granted to the other grantees on 29 March 2021)	
	(Number of Shares)	(%)	(Number of Shares)	(%)
Mr. XIAO Jian ⁽¹⁾	158,317,932	6.31	163,317,932	6.49
Mr. SIN Hendrick ⁽²⁾	126,078,238	5.02	129,078,238	5.13
Fairview Ridge Investment Limited ⁽¹⁾⁽²⁾	693,309,425	27.62	693,309,425	27.53
Zhongrong International Trust Co., Ltd. ⁽³⁾	369,461,107	14.72	369,461,107	14.67
Public ⁽⁴⁾	<u>1,162,983,298</u>	<u>46.33</u>	<u>1,162,983,298</u>	<u>46.18</u>
Total	<u>2,510,150,000</u>	<u>100.00</u>	<u>2,518,150,000</u>	<u>100.00</u>

Notes:

- (1) Mr. XIAO Jian, through Victory Aspire Group Limited, a company wholly-owned by Antopex Limited, which is nominated by CMB Wing Lung (Trustee) Limited, the trustee of a family trust of Mr. XIAO Jian, (i) was deemed to be interested in 144,998,766 Shares held by his wholly-owned company, Zhongshouyou Brothers Limited, and (ii) was deemed to be interested in 693,309,425 Shares held by Fairview Ridge Investment Limited through Motion Game Company Limited, Profound Power Investment Limited, Changpei Investment Centre, L.P. and Ambitious Profit Investment Limited (the general partner of Changpei Investment Centre, L.P. is owned as to 64% by Zhongshouyou Brothers Limited).
- (2) Mr. SIN Hendrick (i) was interested in 108,630,238 Shares held by his wholly-owned company, Silver Joyce International Limited, and (ii) was deemed to be interested in 693,309,425 Shares held by Fairview Ridge Investment Limited through Motion Game Company Limited, Profound Power Investment Limited, Changpei Investment Centre, L.P. and Ambitious Profit Investment Limited (the general partner of Changpei Investment Centre, L.P. is owned as to 36% by Silver Joyce International Limited).
- (3) Zhongrong International Trust Co., Ltd., through Beijing Zhongrong Dingxin Investment Management Co., Ltd. and Dazi Dingcheng Capital Investment Co., Ltd., was deemed to be interested in (i) 293,327,517 Shares indirectly through Pegasus Network HK Limited; and (ii) 76,133,590 Shares indirectly through Yichong Technology HK Limited.
- (4) Shareholders who are not the Company's Core Connected Persons.

LETTER FROM THE BOARD

(c) Reasons for Grant of the Share Options

Mr. XIAO Jian is the chairman, the chief executive officer and an executive Director of the Company. Mr. SIN Hendrick is the vice chairman and an executive Director of the Company. Mr. XIAO Jian and Mr. SIN Hendrick are the Group's founders and are together responsible for the overall business operation, management and strategic planning of the Group. The respective expertises and management skills of Mr. XIAO Jian and Mr. SIN Hendrick, as well as their continued contribution to the Group, are of critical importance to the development and growth of the Group. In order to motivate and retain Mr. XIAO Jian and Mr. SIN Hendrick, and to further align their personal interests with the interests of the Group and the Shareholders as a whole, the grant of 5,000,000 share options to Mr. XIAO Jian and 3,000,000 share options to Mr. SIN Hendrick offer them an opportunity to obtain ownership interest in the Company. The number of share options granted to Mr. XIAO Jian and Mr. SIN Hendrick, respectively, had taken into account, among others, their respective roles, duties, expertises and contributions in the Group, with reference to other listed companies in the same industry of the Group. The Board and the remuneration committee (except Mr. XIAO Jian and Mr. SIN Hendrick) consider that the share options granted to Mr. XIAO Jian and Mr. SIN Hendrick are generally in line with the share options granted to the executive directors of the industry peers of the Group. Further, the share options granted to Mr. XIAO Jian and Mr. SIN Hendrick could only be fully exercised if and only the Group had achieved and satisfied the targeted revenue for the year ending 31 December 2021. As such, the Board believes that Mr. XIAO Jian and Mr. SIN Hendrick will be motivated to promote the business and profitability of the Group. In view of the above, the Company considers the grant of the share options to Mr. XIAO Jian and Mr. SIN Hendrick to be in the interests of the Group and the Shareholders as a whole.

(d) Listing Rules Implications

Under Rule 17.04(1) of the Listing Rules, each grant of options to a Director, chief executive or substantial shareholder of the Company or any of their respective associates, must be approved by the independent non-executive Directors. Also, any grant of options to a substantial Shareholder or an independent non-executive Director, or any of their respective associates, which would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such further grant of options must be approved by the Shareholders in general meeting.

The grant of the share options to Mr. XIAO Jian and Mr. SIN Hendrick, including the relevant exercise period and vesting conditions, had been approved by (i) the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules; and (ii) the remuneration committee of the Company, on 29 March 2021.

No trustee has been appointed for the administration of the post-IPO share option scheme adopted on 20 September 2019.

LETTER FROM THE BOARD

Pursuant to Rule 17.04(1) of the Listing Rules, the grant of the share options to Mr. XIAO Jian and Mr. SIN Hendrick must be approved by Shareholders at the AGM by votes taken on a poll and Mr. XIAO Jian and Mr. SIN Hendrick and their respective associates and all Core Connected Persons of the Company must abstain from voting in favor of the relevant proposed resolutions at the AGM and, accordingly, the grantees of the share options and their respective associates (namely Mr. XIAO Jian, Mr. SIN Hendrick and Fairview Ridge Investment Limited, holding in aggregate 977,705,595 Shares, representing approximately 38.95% of the total issued Shares as at the Latest Practicable Date) and the other Shareholders who are the Core Connected Persons of the Company (including Zhongrong International Trust Co., Ltd. indirectly through Pegasus Network HK Limited and Yichong Technology HK Limited, holding in aggregate 369,461,107 Shares, representing approximately 14.72% of the total issued Shares as at the Latest Practicable Date) must abstain from voting in favour of the grant of the share options to Mr. XIAO Jian and Mr. SIN Hendrick at the AGM. For the shareholding percentages of Mr. XIAO Jian, Mr. SIN Hendrick, Fairview Ridge Investment Limited and Zhongrong International Trust Co., Ltd., please refer to the paragraph headed “VII. Grant of Share Options — (b) Shareholding structure before and after the grant of share options” above.

Save as disclosed above, to the best of the Director’s knowledge, information and belief, having made all reasonable enquiries, (i) no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM; and (ii) as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder as at the Latest Practicable Date whereby such Shareholders have or may have temporarily or permanently passed control over the exercise of the voting right in respect of their Shares to a third party, either generally or on a case-by-case basis.

(e) Independent Non-executive Directors’ Recommendation

The independent non-executive Directors consider that the terms of the grant of the share options to Mr. XIAO Jian and Mr. SIN Hendrick are fair and reasonable so far as the independent Shareholders are concerned, and in the interests of the Company and the Shareholders as a whole. Accordingly, the independent non-executive Directors recommend the independent Shareholders to vote in favor of the ordinary resolution to be proposed at the AGM to approve the grant of the share options to Mr. XIAO Jian and Mr. SIN Hendrick.

VIII. AGM

A notice convening the AGM to be held at 10th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC on Tuesday, 25 May 2021 at 10:00 a.m. is set out on pages 22 to 26 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, (i) the proposed declaration of a final dividend; (ii) the proposed re-election of the retiring Directors; (iii) the proposed re-appointment of auditors; (iv) the proposed grant of the Share Buy-back Mandate; (v) the proposed grant of the Share Issue Mandate (including the extended Share Issue Mandate); and (vi) the proposed grant of share options.

LETTER FROM THE BOARD

IX. ACTIONS TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's Hong Kong 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. before 10:00 a.m. on Sunday, 23 May 2021) or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjourned meeting, should you so wish.

X. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

XI. 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 Group. 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 is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

XII. RECOMMENDATIONS

The Directors (including independent non-executive Directors) are of the opinion that all the proposed resolutions are in the interests of the Company and the Shareholders as a whole and so recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

By order of the Board
CMGE Technology Group Limited
XIAO Jian
Chairman

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against ordinary resolution no. 5 in respect of the approval of the Share Buy-back Mandate.

LISTING RULES

The Listing Rules permit listed companies to purchase their own shares on the Stock Exchange or any other stock exchange on which their shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, subject to certain restrictions.

THE SHARE BUY-BACK MANDATE

It is proposed that not exceeding 10% of the total number of issued Shares on the date of the passing of the resolution to approve the Share Buy-back Mandate may be purchased by the Company.

As at the Latest Practicable Date, the Company had an aggregate of 2,510,150,000 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Share Buy-back Mandate and on the basis that no further Shares are issued or purchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Buy-back Mandate to purchase a maximum of 251,015,000 Shares up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law(s) to be held; or (iii) the revocation or variation of the Share Buy-back Mandate by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

REASONS FOR SHARE BUY-BACKS

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

FUNDING OF SHARE BUY-BACKS

Buy-back of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands. The Directors may not purchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make share buy-backs with profits of the Company or out of a new issuance of shares made for the purpose of the share buy-back or, if authorised by the Articles and subject to the applicable laws of the Cayman Islands, out of capital and, in the case of any premium payable on the share buy-back, out of profits of the Company or from sums standing to the credit of the share premium account of the Company.

The Directors have no present intention to buy-back any Share. The Directors would only exercise the power to buy-back in circumstances where they consider that the share buy-back would be in the best interests of the Company. The Directors believe that if the Share Buy-back Mandate is exercised in full, it may not have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2020, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

INTENTION OF DIRECTORS AND CORE CONNECTED PERSONS TO SELL SHARES

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their close associates (as defined in the Listing Rules), has any present intention, in the event that the Share Buy-back Mandate is approved, to sell any Share to the Company or its subsidiaries.

No Core Connected Persons of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Share Buy-back Mandate is exercised.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to be granted to them under the Share Buy-back Mandate to cause the Company to purchase the Shares in accordance with the Listing Rules and the laws of the Cayman Islands (the jurisdiction in which the Company was incorporated).

MARKET PRICES

The monthly highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the 12 months preceding and up to the Latest Practicable Date were:

	Highest price	Lowest price
	<i>HK\$</i>	<i>HK\$</i>
April 2020	2.900	2.520
May 2020	2.860	2.400
June 2020	3.800	2.680
July 2020	3.800	3.090
August 2020	4.380	3.280
September 2020	3.720	3.250
October 2020	3.800	2.940
November 2020	3.400	2.830
December 2020	3.110	2.700
January 2021	3.390	2.780
February 2021	3.700	3.130
March 2021	3.190	2.790
April 2021	3.160	3.020

SHARE BUY-BACKS MADE BY THE COMPANY

The Company did not make any buy-back of the Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

TAKEOVERS CODE

If as a result of a buy-back of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increases will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are aware of the consequences arising under the Takeovers Code of any buy-back of Shares by the Company.

APPENDIX I**EXPLANATORY STATEMENT
ON THE SHARE BUY-BACK MANDATE**

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows:

Name of Shareholders	Number of Shares interested in	Current percentage interest in the issued share capital of the Company	Percentage of interest in the issued share capital of the Company in the event of the Share Buy-back Mandate is exercised in full
Mr. XIAO Jian	856,627,357	34.13%	37.92%
CMB Wing Lung (Trustee) Limited	838,308,191	33.40%	37.11%
Antopex Limited	838,308,191	33.40%	37.11%
Victory Aspire Group Limited	838,308,191	33.40%	37.11%
Zhongshouyou Brothers Limited	838,308,191	33.40%	37.11%
Mr. SIN Hendrick	822,387,663	32.76%	36.40%
Silver Joyce International Limited	801,939,663	31.95%	35.50%
Fairview Ridge Investment Limited	693,309,425	27.62%	30.69%
Motion Game Company Limited	693,309,425	27.62%	30.69%
Profound Power Investment Limited	693,309,425	27.62%	30.69%
Changpei Investment Centre, L.P.	693,309,425	27.62%	30.69%
Ambitious Profit Investment Limited	693,309,425	27.62%	30.69%
Mr. MA Yuntao	223,944,546	8.92%	9.91%
Yunzhuo Capital Investment (Chengdu) Company Limited	223,944,546	8.92%	9.91%
Yunzhuo Hontai Capital Investment (Beijing) Company Limited	223,944,546	8.92%	9.91%
Beijing Orient L.P.	223,944,546	8.92%	9.91%
Orient Zhike Limited	223,944,546	8.92%	9.91%
Hontai Zhike Cayman Limited	223,944,546	8.92%	9.91%
Hontai Zhike L.P.	223,944,546	8.92%	9.91%
Zhongrong International Trust Co., Ltd.	369,461,107	14.72%	16.35%
Beijing Zhongrong Dingxin Investment Management Co., Ltd.	369,461,107	14.72%	16.35%
Dazi Dingcheng Capital Investment Co., Ltd.	369,461,107	14.72%	16.35%
Shanghai Pegasus Investment Centre (Limited Partnership)	293,327,517	11.69%	12.98%

Name of Shareholders	Number of Shares interested in	Current percentage interest in the issued share capital of the Company	Percentage of interest in the issued share capital of the Company in the event of the Share Buy-back Mandate is exercised in full
Shanghai Pegasus Technology Development Limited	293,327,517	11.69%	12.98%
Pegasus Technology Limited	293,327,517	11.69%	12.98%
Pegasus Network HK Limited	293,327,517	11.69%	12.98%

In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the interests of the substantial Shareholders in the Company will be increased to approximately the percentages as set out in the table above. The Directors believe that such increases may give rise to an obligation on Mr. XIAO Jian, CMB Wing Lung (Trustee) Limited, Antopex Limited, Victory Aspire Group Limited, Zhongshouyou Brothers Limited, Mr. SIN Hendrick, Silver Joyce International Limited, Fairview Ridge Investment Limited, Motion Game Company Limited, Profound Power Investment Limited, Changpei Investment Centre, L.P. and Ambitious Profit Investment Limited to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors have no present intention to purchase Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. In addition, in exercising the Share Buy-back Mandate (whether in full or otherwise), the Directors 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 before and after the share repurchase. For illustrative purposes, the Shares held in the public hands as at the Latest Practicable Date (Without taking into account of the share options granted on 29 March 2021) was approximately 46.33% of the total issued Shares, and approximately 40.37% of the total issued Shares if the Share Buy-back Mandate is exercised in full.

EXTENSION OF SHARE ISSUE MANDATE

A resolution as set out in ordinary resolution no. 9 of the AGM Notice will also be proposed at the AGM authorising the Directors to increase the maximum number of new Shares which may be issued under the Share Issue Mandate by adding to it the number of any Shares purchased pursuant to the Share Buy-back Mandate.

The following is the particulars of the retiring Directors proposed to be re-elected at the AGM:

1. Mr. XIAO Jian

Mr. XIAO Jian (肖健), aged 41, is an executive Director, the chairman and the chief executive officer of the Company. Mr. XIAO is responsible for the overall business operation, management and strategic planning of the Group. Mr. XIAO has over 10 years of experience in the China mobile game industry, and is one of the founders of CMGE Group Limited (“**CMGE Group**”), the holding company of the Group’s mobile game publishing business. He was the chief operating officer of CMGE Group from January 2011 to April 2012 and has been the chief executive officer of CMGE Group since April 2012 and a director since August 2012. Prior to that, in July 2007, Mr. XIAO founded Huiyou Digital (Shenzhen) Ltd. (匯友數碼(深圳)有限公司), a mobile game developer in the PRC, which was subsequently acquired by V1 Group Limited, a new media company listed on the Stock Exchange (stock code: 0082) in October 2009.

Mr. XIAO is a recognised figure in the industry and was recognised as (i) a “Top Ten Influencer (十大影響力人物)” by China’s Music Association’s Game Committee (中國音數協遊戲工委) for three consecutive years from 2014; (ii) an “Outstanding Entrepreneur of China’s Game Industry (中國遊戲行業優秀企業家)” by China Culture and Entertainment Association (中國文化娛樂協會) for three consecutive years from 2015; (iii) “The Person of the Year in the Industry (年度行業風雲人物)” by Sina Games (新浪遊戲) in 2015 and 2018; (iv) a “Top Ten Person (十大風雲人物)” by China.com (中華網) in 2015; (v) among the “Top Ten CEOs of Influence (十大影響力CEO)” in 2015 and 2016 and “The Most Influential Person in the Industry (年度行業領軍人物)” in 2017 by Mobile Hardcore Alliance (硬核聯盟); (vi) a “Top Ten Person of the Year (十大風雲人物)” by the Youthun Club (遊聯社) in 2016; (vii) “The Most Influential Person in the Industry (最具業內深度影響力人物)” jointly by “Internet Weekly (互聯網週刊)” of the Chinese Academy of Sciences (中國科學院) and the Informatisation Research Centre of the Chinese Academy of Social Sciences (中國社會科學院信息化研究中心) in 2017 and 2018; (viii) the “2017 Tianfu Award-winning Influencer (2017年度天府獎影響力人物)” by CMGC in 2017; (ix) the “Outstanding Entrepreneur of Guangdong Province (廣東省優秀企業家)” by Guangdong Provincial Enterprise Confederation (廣東省企業聯合會組織) and Guangdong Provincial Entrepreneur Association (廣東省企業家協會) in 2017 and 2019; (x) a director of Shenzhen Young Entrepreneurs Federation (深圳市青年企業家聯合會) in 2017; and (xi) an expert of the Guangdong Game Industry Association (廣東省遊戲產業協會) in 2018.

Mr. XIAO graduated from South China Normal University (華南師範大學) in February 2009 with a bachelor’s degree in law through online education, and from Beijing University of Aeronautics and Astronautics (北京航空航天大學) in July 2014 with a master’s degree in software engineering.

Save as disclosed above, Mr. XIAO has not held any other directorship in any other public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date and has no other relationship with any Director, member of senior management or substantial or controlling Shareholders of the Company.

Mr. XIAO entered into a service agreement with the Company for a term of three years with effect from the Listing Date or until the third annual general meeting of the Company since the Listing Date (whichever is earlier), subject always to re-election as and when required under the Articles of Association. Pursuant to the appointment letter, he is entitled to an annual director's fee of HK\$300,000. Apart from an annual director's fee, Mr. XIAO also received annual salaries, allowances and benefits in kinds of RMB1.2 million for his role as an executive Director, the chairman and the chief executive officer of the Company. Mr. XIAO's remuneration was reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

As at the Latest Practicable Date, Mr. XIAO was interested in 856,627,357 Shares of the Company, representing approximately 34.13% of the total issued Shares of the Company.

Save as disclosed above, there are no other matters concerning Mr. XIAO that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that need to be brought to the attention of Shareholders or required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

2. Mr. SIN Hendrick

Mr. SIN Hendrick (冼漢迪), aged 46, is an executive Director and the vice chairman of the Company. Mr. SIN is responsible for the overall business operation, management and strategic planning of the Group. Mr. SIN has over 15 years of experience in corporate management, finance and investment banking. Mr. SIN has been a director and vice chairman of CMGE Group since January 2011. Mr. SIN has been serving as an independent non-executive director of Evergreen Products Group Limited, a hair product manufacturing company whose shares are listed on the Stock Exchange (stock code: 1962) since June 2017, and has been serving as an independent non-executive director of 36 Kr Holdings Inc., a publishing and data company whose shares are listed on the NASDAQ (stock code: KRKR) since November 2019.

Mr. SIN is (i) the president of the Internet Professional Association (香港互聯網專業協會), (ii) the executive vice-chairman of the Hong Kong Software Industry Association (香港軟件行業協會), and (iii) a member of the Hong Kong Institute of Directors (香港董事學會). Mr. SIN has been appointed as a member of the fourteenth session of Tianjin Municipal's Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議天津市第十四屆委員會). Mr. SIN has also been appointed by the Hong Kong Government as a committee member of the Youth Development Commission (青年發展委員會) and a director of Hong Kong Cyberport Management Company Limited (香港數碼港管理有限公司). Mr. SIN was awarded the Young Industrialist Award of Hong Kong of 2018 by Federation of Hong Kong Industries in November 2018. Mr. SIN was recognised as one of China's 100 Most Popular Investors as Voted by Startup Entrepreneurs (中國最受創業者歡迎投資人TOP 100) by 36Kr in 2018 and 2019, respectively, and as one of the Top 10 Investors of Chinese Cultural Industry in 2018-2019 (2018-2019年度中國文化產業十佳投資人物) by Chinese Venture (融資中國). Mr. Sin was also awarded Linghang Outstanding Entrepreneur the Guangdong-Hong Kong-Macao Greater Bay Area Award (領航粵港澳大灣區傑出企業家獎) at "Leading 9+2" First Guangdong-Hong Kong-Macao Greater Bay Area Development Forum ("領航9+2"首屆粵港澳大灣區發展論壇) in March 2021.

Mr. SIN graduated from Stanford University in June 1997 with a master's degree in engineering in economic systems and operations research. Mr. SIN received his triple bachelor's degrees in computer science/mathematics, economics and industrial management from Carnegie Mellon University in May 1996.

Save as disclosed above, Mr. SIN has not held any other directorship in any other public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date and has no other relationship with any Director, member of senior management or substantial or controlling Shareholders of the Company.

Mr. SIN entered into a service agreement with the Company for a term of three years with effect from the Listing Date or until the third annual general meeting of the Company since the Listing Date (whichever is earlier), subject always to re-election as and when required under the Articles of Association. Pursuant to the appointment letter, he is entitled to an annual director's fee of HK\$300,000. Apart from an annual director's fee, Mr. SIN also received annual salaries, allowances and benefits in kinds of RMB1.3 million for his role as an executive Director and the vice chairman of the Company. Mr. SIN's remuneration was reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

As at the Latest Practicable Date, Mr. SIN was interested in 822,387,663 Shares of the Company, representing approximately 32.76% of the total issued Shares of the Company.

Save as disclosed above, there are no other matters concerning Mr. SIN that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that need to be brought to the attention of Shareholders or required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

3. Mr. FAN Yingjie

Mr. FAN Yingjie (樊英傑), aged 50, is an executive Director of the Company and the chairman and the chief executive officer of Beijing Wenmai Hudong Technology Company Limited (北京文脈互動科技有限公司) ("**Wenmai Hudong**"), an indirect wholly-owned subsidiary of the Company specialising in mobile game development. He is also the sole director of the subsidiaries of Wenmai Hudong. Mr. FAN has over 15 years of experience in the game development industry in the PRC. Since the establishment of Wenmai Hudong in 2014, Mr. FAN has been responsible for its overall business operation, management and strategic planning. Mr. FAN is also the chief producer of some of the Company's popular self-developed games, including Legend of Dragon City (龍城傳奇), Blood Legend (血飲傳說), War Song - the Creation (熱血戰歌之創世), Dragon Buster (屠龍戰記) and The World of Legend - Thunder Empire (傳奇世界之雷霆霸業). Mr. FAN graduated from Handan University (邯鄲大學) (now known as Handan Polytechnic College (邯鄲職業技術學院)) majoring in business management in 1994.

Save as disclosed above, Mr. FAN has not held any other directorship in any other public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date and has no other relationship with any Director, member of senior management or substantial or controlling Shareholders of the Company.

Mr. FAN entered into a service agreement with the Company for a term of three years with effect from 23 December 2020 or until the third annual general meeting of the Company since 23 December 2020 (whichever is earlier), subject always to re-election as and when required under the Articles of Association. Pursuant to the appointment letter, he is entitled to an annual director's fee of HK\$180,000. Apart from an annual director's fee, Mr. FAN also received annual salaries, allowances and benefits in kinds of RMB0.5 million for his role as the chairman and chief executive officer of Wenmai Hudong. Mr. FAN's remuneration was reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

As at the Latest Practicable Date, Mr. FAN did not hold any shares of the Company.

Save as disclosed above, there are no other matters concerning Mr. FAN that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that need to be brought to the attention of Shareholders or required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



CMGE Technology Group Limited 中手游科技集团有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 0302)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of CMGE Technology Group Limited (the “**Company**”) will be held on Tuesday, 25 May 2021 at 10:00 a.m. at 10th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the directors and auditors for the year ended 31 December 2020.
2. To declare a final dividend of HK\$0.0928 (equivalent to RMB0.0825 based on the average exchange rate of 2020) per share for the year ended 31 December 2020, which will be paid out of the share premium account of the Company.
3. (a) To re-elect, each as a separate resolution, the following persons as directors of the Company (together with all other directors of the Company, the “**Directors**”):
 - (i) Mr. XIAO Jian as an executive Director;
 - (ii) Mr. SIN Hendrick as an executive Director; and
 - (iii) Mr. FAN Yingjie as an executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Ernst & Young as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

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

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase issued ordinary shares of nominal value of US\$0.0001 each in the share capital of the Company (the “**Shares**”) be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange on which securities of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited pursuant to the approval in paragraph (a) above shall not exceed or represent more than 10 per cent of the total number of issued shares of the Company at the date of passing this resolution, and the said approval shall be limited accordingly;

for the purpose 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;
 - (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 law(s) to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in a general meeting.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT a general mandate be and is hereby unconditionally given to the Directors to exercise full powers of the Company to allot, issue and deal with additional Shares which might require the exercise of such powers, whether during the continuance of such mandate or thereafter, provided that, otherwise than pursuant to (i) a rights issue where Shares are offered to shareholders on a fixed record date in proportion to their then holdings of Shares; (ii) an issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into Shares; (iii) the grant or exercise of options granted under any share option scheme adopted by the Company; (iv)

NOTICE OF ANNUAL GENERAL MEETING

any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company; (v) the vesting of restricted share units granted or to be granted pursuant to the restricted share unit schemes adopted by the Company; or (vi) a specific authority granted by the shareholders of the Company in a general meeting, the total number of the Shares allotted shall not exceed the aggregate of:

- (a) 20 per cent of the total number of issued Shares of the Company as at the date of the passing of this resolution, plus
- (b) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares purchased by the Company subsequent to the passing of this resolution (not exceeding 10 per cent of the total number of issued shares of the Company as at the date of the passing of ordinary resolution no. 9).

Such mandate shall expire at the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law(s) to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in a general meeting.”
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:
- “**THAT** the grant of share options to Mr. XIAO Jian under the post-IPO share option scheme of the Company adopted on 20 September 2019 to subscribe for 5,000,000 Shares at the exercise price of HK\$2.900 per Share and on the terms and conditions as set out in the circular to the shareholders of the Company dated 23 April 2021 be and is hereby approved and that any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:
- “**THAT** the grant of share options to Mr. SIN Hendrick under the post-IPO share option scheme of the Company adopted on 20 September 2019 to subscribe for 3,000,000 Shares at the exercise price of HK\$2.900 per Share and on the terms and conditions as set out in

NOTICE OF ANNUAL GENERAL MEETING

the circular to the shareholders of the Company dated 23 April 2021 be and is hereby approved and that any one director of the Company is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”

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

“**THAT** subject to ordinary resolutions nos. 5 and 6 being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to ordinary resolution no. 6 be and is hereby extended by adding the number of Shares purchased by the Company under the authority granted pursuant to ordinary resolution no. 5, provided that such extended amount shall not exceed 10 per cent of the total number of issued shares of the Company as at the date of the passing of this resolution.”

By order of the Board
CMGE Technology Group Limited
XIAO Jian
Chairman

Hong Kong, 23 April 2021

As at the date of this notice, the Board comprises Mr. XIAO Jian, Mr. SIN Hendrick and Mr. FAN Yingjie as executive Directors; and Ms. NG Yi Kum, Mr. TANG Liang and Mr. HO Orlando Yaukai as independent non-executive Directors.

Registered Office:
P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

*Principal Place of Business in
Hong Kong:*
13th Floor, 8 Wyndham Street
Central
Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
2. In order to be valid, a proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch registrar and transfer office, 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 for holding the above Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Meeting, or any adjourned meeting, should you so wish.
3. A proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

NOTICE OF ANNUAL GENERAL MEETING

4. In the case of joint holders of any Shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
5. On a poll, every member present in person or by proxy shall be entitled to one vote for each Share registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
6. Concerning resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. The explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own Shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in the appendix to the circular of the Company dated 23 April 2021.
7. For determining the entitlement to attend and vote at the above Meeting, the register of members of the Company will be closed from Thursday, 20 May 2021 to Tuesday, 25 May 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the above Meeting, unregistered shareholders shall ensure that all transfer documents accompanied by the relevant Share certificates must be lodged with the Company's Hong Kong branch registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 18 May 2021.
8. For the purpose of determining the entitlement of the final dividend, the register of members of the Company will be closed from Monday, 7 June 2021 to Friday, 11 June 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for entitling the final dividend, all transfer of Share documents accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30p.m. on Friday, 4 June 2021.