
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 RE-ELECTION OF RETIRING DIRECTORS

PROPOSED RE-APPOINTMENT OF AUDITOR

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 8th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC on Friday, 2 June 2023 at 10:00 a.m. is set out on pages 32 to 36 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 Wednesday, 31 May 2023) 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.

25 April 2023

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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 8th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC on Friday, 2 June 2023 at 10:00 a.m. or any adjournment thereof
“AGM Notice”	the notice for convening the AGM as set out on pages 32 to 36 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”	23 April 2023, 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
“Nomination Committee”	the nomination committee of the Company
“Post-IPO Share Option Scheme”	the post-IPO share option scheme of the Company approved and adopted by the Shareholders on 20 September 2019
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“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. 4 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. 5 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 M.H.
Mr. FAN Yingjie

Non-Executive Director:

Mr. Zhang Shengyan

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

25 April 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
PROPOSED RE-APPOINTMENT OF AUDITOR
PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY BACK SHARES
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF SECOND AMENDED
AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
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 proposed re-election of the retiring Directors;

LETTER FROM THE BOARD

2. the proposed re-appointment of auditor;
3. the grant of the Share Buy-back Mandate;
4. the grant of the Share Issue Mandate (including the extended Share Issue Mandate); and
5. the proposed amendments to the Memorandum and Articles of Association and adoption of second amended and restated Memorandum and Articles of Association.

II. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. XIAO Jian, Mr. SIN Hendrick M.H., Mr. FAN Yingjie, Mr. ZHANG Shengyan, Ms. NG Yi Kum, Mr. TANG Liang and Mr. HO Orlando Yaukai.

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 M.H., Mr. FAN Yingjie and Mr. ZHANG Shengyan will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee had reviewed the composition of the Board and recommended Mr. XIAO Jian, Mr. SIN Hendrick M.H., Mr. FAN Yingjie and Mr. ZHANG Shengyan to the Board for recommendation to the Shareholders for re-election at the AGM. The recommendations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, educational background, professional experience, past performance, skills and knowledge), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company. The Nomination Committee had taken into account the respective contributions of Mr. XIAO Jian, Mr. SIN Hendrick M.H., Mr. FAN Yingjie and Mr. ZHANG Shengyan to the Board and their commitment to their roles. The Nomination Committee had also assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and the Nomination Committee had been satisfied of the independence of the above retiring Directors.

The Board had considered the Nomination Committee's recommendations and 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, and further details of the Board's consideration on each of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

III. RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 December 2022 were audited by BDO Limited whose term of office will expire upon the conclusion of the AGM.

LETTER FROM THE BOARD

The Board proposed to re-appoint BDO Limited as the auditor 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 auditor's remuneration for the year ending 31 December 2023. BDO Limited have indicated their willingness to be re-appointed as auditor of the Company for the said period.

IV. 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. 4 of the AGM Notice.

As at the Latest Practicable Date, the Company had an aggregate of 2,752,672,000 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 275,267,200 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.

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.

V. 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. 5 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 550,534,400 Shares under the Share Issue Mandate.

LETTER FROM THE BOARD

In addition, a separate ordinary resolution no. 6 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.

VI. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to make certain amendments to the Articles for the purposes of (i) bringing the Articles in line with the amendments made to the Listing Rules, in particular, concerning the core shareholder protection standards as set out in Appendix 3 to the Listing Rules; (ii) reflecting certain updates in relation to the applicable laws of the Cayman Islands; and (iii) making other housekeeping amendments.

The proposed amendments to the Articles are set out in Appendix III to this circular.

The legal advisers to the Company have confirmed that the proposed amendments to the Articles conform with the requirements of the Listing Rules where applicable, and the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

VII. AGM

A notice convening the AGM to be held at 8th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC on Friday, 2 June 2023 at 10:00 a.m. is set out on pages 32 to 36 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, (i) the proposed re-election of the retiring Directors; (ii) the proposed re-appointment of auditor; (iii) the proposed grant of the Share Buy-back Mandate; (iv) the proposed grant of the Share Issue Mandate (including the extended Share Issue Mandate); and (v) a special resolution will be proposed to approve the proposed amendments to the memorandum and articles of association and to adopt the second amended and restated memorandum and articles of association incorporating the proposed amendments.

LETTER FROM THE BOARD

VIII. 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 Wednesday, 31 May 2023) 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.

IX. 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.

X. 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.

XI. 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. 4 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 2,752,672,000 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 275,267,200 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 2022, 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 2022	2.400	2.000
May 2022	2.110	1.910
June 2022	2.630	2.050
July 2022	2.290	2.070
August 2022	2.190	1.870
September 2022	1.950	1.460
October 2022	1.500	1.150
November 2022	1.760	1.280
December 2022	1.800	1.510
January 2023	2.030	1.800
February 2023	2.260	2.030
March 2023	2.320	2.000
April 2023 (up to the Latest Practicable Date)	2.650	2.460

SHARE BUY-BACKS MADE BY THE COMPANY

The Company has bought back an aggregate of 2,650,000 Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date, the details of which are as follows:

Date of purchase	Number of Shares purchased	Purchased price per Share	
		Highest	Lowest
		<i>HK\$</i>	<i>HK\$</i>
24 October 2022	1,200,000	1.25	1.17
25 October 2022	1,100,000	1.19	1.13
28 October 2022	<u>350,000</u>	1.20	1.18
	<u><u>2,650,000</u></u>		

Save as disclosed above, 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.

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	778,104,067	28.27%	31.41%
CMB Wing Lung (Trustee) Limited	763,908,067	27.75%	30.84%
Antopex Limited	763,908,067	27.75%	30.84%
Victory Aspire Group Limited	763,908,067	27.75%	30.84%
Zhongshouyou Brothers Limited	763,908,067	27.75%	30.84%
Mr. SIN Hendrick M.H.	822,137,663	29.87%	33.19%
Silver Joyce International Limited	817,059,663	29.68%	32.98%
Fairview Ridge Investment Limited	693,309,425	25.19%	27.99%
Motion Game Company Limited	693,309,425	25.19%	27.99%
Profound Power Investment Limited	693,309,425	25.19%	27.99%
Changpei Investment Centre, L.P.	693,309,425	25.19%	27.99%
Ambitious Profit Investment Limited	693,309,425	25.19%	27.99%
Zhongrong International Trust Co., Ltd.	369,461,107	13.42%	14.91%
Beijing Zhongrong Dingxin Investment Management Co., Ltd.	369,461,107	13.42%	14.91%
Dazi Dingcheng Capital Investment Co., Ltd.	369,461,107	13.42%	14.91%
Shanghai Pegasus Investment Centre (Limited Partnership)	293,327,517	10.66%	11.84%

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	10.66%	11.84%
Pegasus Technology Limited	293,327,517	10.66%	11.84%
Pegasus Network HK Limited	293,327,517	10.66%	11.84%
Bilibili Inc.	198,000,000	7.19%	7.99%

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 M.H., 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 was approximately 46.44% of the total issued Shares, and approximately 40.49% 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. 6 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.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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 43, 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, 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 Crazy Sports Group Limited (瘋狂體育集團有限公司), formerly known as V1 Group Limited, a company listed on the Main Board of 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 Game Publishing Committee of China Audio-Video and Digital Publishing Association (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 Association of Game Industry of Guangdong (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 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.

As at the Latest Practicable Date, Mr. XIAO was interested in 778,104,067 Shares and underlying Shares of the Company, comprising 775,354,067 Shares and share options entitling him to subscribe for 2,750,000 Shares and representing approximately 28.27% of the total issued Shares of the Company. Save as disclosed above, Mr. XIAO did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

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.

Mr. XIAO entered into a service agreement with the Company as an Executive Director of the Company for a term of three years pursuant to which he is entitled to an annual Director's fee of HK\$300,000. Such fee is determined with reference to his responsibilities with the Company and the Company's remuneration policy. Mr. XIAO is subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company pursuant to the Articles.

2. Mr. SIN Hendrick M.H.

Mr. SIN Hendrick M.H. (洗漢迪), aged 48, 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 symbol: KRKR) since November 2019. Mr. Sin has also been appointed as an independent non-executive director, the chairman and a member of Nomination Committee of Hong Kong Economic Times Holdings Limited, a company listed on the Stock Exchange (stock code: 423), with effect from 1 January 2022. Mr. Sin served as a non-independent director of Suning.com Group Co., Limited, a company listed on Shenzhen Stock Exchange (SZSE: 002024), from July 2021 to March 2023.

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 Standing 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常委). Mr. Sin has also been appointed by the Hong Kong Government as 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 from 2018 to 2021, 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

**APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED TO BE RE-ELECTED**

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. In addition, Mr. Sin was awarded the InnoStars Award 2021 (香港創新領軍人物大獎 2021) by Our Hong Kong Foundation (團結香港基金) in July 2022.

Mr. SIN received the Medal of Honour awarded from the Government of Hong Kong on 1 July 2021 and has been elected as a deputy of the fourteenth National People’s Congress in Hong Kong SAR (香港特別行政區第十四屆全國人民代表大會代表) on 15 December 2022.

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.

As at the Latest Practicable Date, Mr. SIN was interested in 822,137,663 Shares and underlying Shares of the Company, comprising 819,387,663 Shares and share options entitling him to subscribe for 2,750,000 Shares and representing approximately 29.87% of the total issued Shares of the Company. Save as disclosed above, Mr. SIN did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

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.

Mr. SIN entered into a service agreement with the Company as an Executive Director of the Company for a term of three years pursuant to which he is entitled to an annual Director’s fee of HK\$300,000. Such fee is determined with reference to his responsibilities with the Company and the Company’s remuneration policy. Mr. SIN is subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company pursuant to the Articles.

3. Mr. FAN Yingjie

Mr. FAN Yingjie (樊英傑), aged 52, is an executive Director. Mr. FAN is 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) (currently 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.

As at the Latest Practicable Date, Mr. FAN was interested in 3,718,000 Shares and underlying Shares of the Company, comprising 918,000 Shares and share options entitling him to subscribe for 2,800,000 Shares and representing approximately 0.14% of the total issued Shares of the Company. Save as disclosed above, Mr. FAN did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

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.

Mr. FAN entered into a service agreement with the Company as an Executive Director of the Company for a term of three years pursuant to which he is entitled to an annual Director’s fee of HK\$180,000. Such fee is determined with reference to his responsibilities with the Company and the Company’s remuneration policy. Mr. FAN is subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company pursuant to the Articles.

**APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED TO BE RE-ELECTED**

4. Mr. ZHANG Shengyan

Mr. ZHANG Shengyan (張聖晏), aged 33, is a non-executive Director. Mr. ZHANG is the Vice President of Bilibili Inc. (“**Bilibili**”), in charge of the Copyright Cooperation Centre and Investments and Acquisitions Department. He is also the Vice-Chairman of the Beijing Documentary Development Association (首都紀錄片發展協會).

Mr. ZHANG has been responsible for Bilibili’s investments and acquisitions businesses, purchases of Chinese and foreign copyrighted contents, and IP commercialization operations. Being engaged in the development of the Chinese originality brand name of “Made by Bilibili”, Mr. ZHANG has also participated in the investment, production and distribution of a number of premium contents. He has played a leading role in the setting of Bilibili’s original ecology in the areas of Chinese original animated cartoons and documentaries, and has successfully produced and run a number of highly popular and reputable projects including “The Story of Chuaner” and “Incarnation”.

Mr. ZHANG holds a bachelor’s degree in Economics from Shanghai University of Finance and Economics in 2011 and a master’s degree of Science in Economic, Finance and Management from University of Bristol in 2012. Mr. ZHANG is an intermediate economist, holding a practicing license in securities issued by the Securities Association of China and a professional qualification of Chartered Financial Analyst (CFA) from CFA Institute.

Save as disclosed above, Mr. ZHANG 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.

As at the Latest Practicable Date, Mr. ZHANG was interested in 200,000 Shares and underlying Shares of the Company, comprising share options entitling him to subscribe for 200,000 Shares representing approximately 0.00% of the total issued Shares of the Company. Save as disclosed above, Mr. ZHANG did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. ZHANG 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.

Mr. ZHANG entered into an appointment letter with the Company as a Non-Executive Director of the Company for a term of three years pursuant to which he is entitled to an annual Director’s fee of HK\$180,000. Such fee is determined with reference to his responsibilities with the Company and the Company’s remuneration policy. Mr. ZHANG is subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company pursuant to the Articles.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

The following sets out in detail the proposed amendments to the Articles.

No.	Proposed Amendments	
1	The regulations contained in Table A in the First Schedule to the Companies Law Act shall not apply to the Company.	
2.2	<p>“Companies LawAct” shall mean the Companies Law (2018 RevisionAct (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p>“dividend” shall include bonus dividends and distributions permitted by the Companies LawAct to be categorised as dividends.</p> <p>“electronic” shall have the meaning given to it in the Electronic Transactions LawAct.</p> <p>“Electronic Transactions LawAct” shall mean the Electronic Transactions Law (2003 RevisionAct (As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p>“special resolution” shall have the same meaning as ascribed thereto in the Companies LawAct and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a special resolution passed pursuant to Article 13.10.</p>	
2.3	Subject as aforesaid, any words defined in the Companies Law Act shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.	
2.6	Sections 8 and 19(3) of the Electronic Transactions Law Act shall not apply.	

No.	Proposed Amendments	
3.2	Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Companies Law Act and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.	Issue of shares
3.4	If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless the provisions of the Companies Law Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.	How class rights may be modified

No.	Proposed Amendments	
3.7	Subject to the Companies Law Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.	Company may purchase and finance the purchase of own shares and warrants
3.10	Subject to the provisions of the Companies Law Act and the Memorandum, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.	Redemption
3.14	Subject to the provisions of the Companies Law Act, the Memorandum and these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.	Shares at the disposal of the Board

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

No.	Proposed Amendments	
3.15	The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Law Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.	Company may pay commissions
4.1	The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Companies Law Act.	Share register
4.4	Notwithstanding anything contained in this Article 4, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies Law Act.	
4.5	For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Law Act in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.	

No.	Proposed Amendments	
4.11	Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Companies Law Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.	Share certificates
10.1 (b)	cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the Companies Law Act; and	
10.1 (c)	sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Companies Law Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.	
10.2	The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Companies Law Act.	Reduction of capital
11.5	The Board shall cause a proper register to be kept, in accordance with the provisions of the Companies Law Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Companies Law Act in regard to the registration of mortgages and charges therein specified and otherwise.	Register of charges to be kept

No.	Proposed Amendments	
12.1	<p>The Company shall hold a general meeting as its annual general meeting in each <u>financial year</u> other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>	<p>When annual general meeting to be held</p>
12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the paid up capital <u>voting rights, on a one vote per share basis</u>, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and <u>the resolutions to be added to the meeting agenda, and</u> signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	<p>Convening of extraordinary general meeting</p>

No.	Proposed Amendments	
14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, <u>(a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner shall have one vote, and (c) on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy such manner shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognized clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</u>	Votes of members
16.2	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following <u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.	Board may fill vacancies or appoint additional Directors
16.3	The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law <u>Act</u> , the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.	Power of general meeting to increase or reduce the number of Directors
16.5	The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies Law <u>Act</u> and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies Law <u>Act</u> .	Register of Directors and notification of changes to

No.	Proposed Amendments	
16.6	The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period <u>term</u> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director, and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.	Power to remove Director by ordinary resolution
18.1	Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies Law <u>Act</u> expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies Law <u>Act</u> and these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	General powers of Company vested in Board
18.3	<p>Except as would be permitted by the Companies Ordinance if the Company were a company incorporated in Hong Kong, and except as permitted under the Companies Law<u>Act</u>, the Company shall not directly or indirectly:</p> <p>(a) make a loan to a Director or his close associates or a director of any holding company of the Company or a body corporate controlled by such a director or Director;</p> <p>(b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director or a body corporate controlled by such a director or Director; or</p> <p>(c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>	

No.	Proposed Amendments	
21.1	The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Companies Law Act or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.	Appointment of Secretary
21.2	A provision of the Companies Law Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.	Same person not to act in two capacities at once
23.1	The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the Companies Law Act.	Power to capitalise
24.1	Subject to the Companies Law Act and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.	Power to declare dividends

No.	Proposed Amendments	
24.12	The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Companies Law Act. The Company shall at all times comply with the provisions of the Companies Law Act in relation to the share premium account.	Share premium and reserves
24.19	The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the Companies Law Act and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.	Dividend in specie
27	The Board shall make the requisite annual returns and any other requisite filings in accordance with the Companies Law Act.	Annual returns and filings
28.1	The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the Companies Law Act.	Accounts to be kept
28.2	The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the Companies Law Act, at such other place or places as the Board thinks fit and shall always be open to inspection by the Directors.	Where accounts are to be kept

No.	Proposed Amendments	
28.3	The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Law Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.	Inspection by members
28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Law Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Law Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Law Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.	
29.1	The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the members, make a report on the accounts of the Company during their tenure of office.	Appointment and remuneration of Auditors

No.	Proposed Amendments	
29.2	<p>The Company shall at every annual general meeting <u>by ordinary resolution</u> appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed <u>by ordinary resolution</u>, provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>	<p><u>Appointment, removal and remuneration of Auditors</u></p>
32.1	<p>Subject to the Companies Act, the Company may by <u>special resolution</u> resolve that the Company be wound up voluntarily.</p>	
32.1+32.2	<p>If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Companies LawAct divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Companies LawAct, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>	<p>Power to distribute assets in specie following liquidation</p>

No.	Proposed Amendments	
32.2 32.3	If the Company shall be wound up, and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. If in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.	Distribution of assets in liquidation
32.3 32.4	In the event of a winding-up of the Company in Hong Kong, every member who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.	Service of process
33.2	Subject to the Companies Law Act, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.	

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

No.	Proposed Amendments	
34	The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it. Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and, following the year of incorporation, shall begin on 1 January in each year.	Financial year
35	Subject to the Companies Law Act, the Company may at any time and from time to time by special resolution alter or amend the Memorandum and these Articles in whole or in part.	Amendment of Memorandum and Articles
36	The Company shall, subject to the provisions of the Companies Law Act and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.	Transfer by Way of Continuation
37	The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law Act), upon such terms as the Directors may determine.	Mergers and Consolidations

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 Friday, 2 June 2023 at 10:00 a.m. at 8th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the directors and auditor for the year ended 31 December 2022.
2. (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 M.H. as an executive Director;
 - (iii) Mr. FAN Yingjie as an executive Director; and
 - (iv) Mr. ZHANG Shengyan as a non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as the auditor 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

4. 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.”
5. 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. 6).

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

“**THAT** subject to ordinary resolutions nos. 4 and 5 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. 5 be and is hereby extended by adding the number of Shares purchased by the Company under the authority granted pursuant to ordinary resolution no. 4, 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.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the proposed amendments to the Articles as set out in the circular of the Company dated 25 April 2023 (the “**Proposed Amendments**”) be and hereby approved and adopted, **THAT** the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect, and **THAT** any Director or the Company Secretary of the Company be and is hereby authorized to do all things necessary to effect and record the adoption of the New Memorandum and Articles of Association.”

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

Hong Kong, 25 April 2023

As at the date of this notice, the Board comprises Mr. XIAO Jian, Mr. SIN Hendrick M.H. and Mr. FAN Yingjie as executive Directors, Mr. Zhang Shengyan as non-executive Director; 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. 4 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 25 April 2023.
7. For determining the entitlement to attend and vote at the above Meeting, the register of members of the Company will be closed from Tuesday, 30 May 2023 to Friday, 2 June 2023 (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 Monday, 29 May 2023.