



CMGE Technology Group Limited

中手游科技集团有限公司

(Incorporated in the Cayman Islands with limited liability)

TERMS OF REFERENCE OF THE CORPORATE GOVERNANCE COMMITTEE

The corporate governance committee (the “**Corporate Governance Committee**”) of CMGE Technology Group Limited (the “**Company**”) was established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) on September 20, 2019. Set out below are the terms of reference (the “**Terms of Reference**”) of the Corporate Governance Committee. The Terms of Reference are available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese versions of the Terms of Reference, the English version shall prevail.

Purpose

1. The purpose of the Corporate Governance Committee is to develop and evaluate the corporate governance practices of the Company with the goal of achieving high standards of corporate governance, and the Committee is established to safeguard the interests of all shareholders of the Company, which shall be consistent with any applicable laws, regulations and listing standards.

Composition

2. The Corporate Governance Committee shall be appointed by the Board from time to time and shall consist of three members (the “**Members**”, and each as a “**Member**”).
3. The chairman of the Corporate Governance Committee (the “**Chairman**”) shall be an independent non-executive director of the Company.
4. The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Corporate Governance Committee.

Meetings

5. Unless otherwise specified hereunder, the provisions contained in the Company’s articles of association (the “**Articles**”) (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Corporate Governance Committee.
6. The Corporate Governance Committee shall meet at least once annually or more frequently if circumstances require.

7. Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.
8. A meeting of the Corporate Governance Committee may be convened by any Member.
9. A quorum of the Corporate Governance Committee shall be two Members.
10. Members may participate in a meeting either in person or through other electronic means of communication or in such other manner as the Members may agree provided that all persons participating in the meeting are capable of hearing each other.
11. Members may be represented at a meeting of the Corporate Governance Committee by a proxy appointed by him or her or his or her alternate.
12. Resolutions of the Corporate Governance Committee at any meetings shall be passed by a majority of votes of the Members present. In the event of an equality of votes, the Chairman will have a casting vote in addition to any vote he may have.
13. A resolution in writing signed by all Members shall be valid and effectual as if it has been passed at a meeting of the Corporate Governance Committee duly convened and held.

Attendance

14. The Chairman (or in his or her absence, a Member designated by the Chairman) shall preside at all meetings of the Corporate Governance Committee. The Chairman shall be responsible for leading the Corporate Governance Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
15. The agenda and accompanying supporting papers shall be sent to all Members and to other attendees as appropriate at least one day before the date of the meeting (or such other period as the Members may agree).
16. For the purpose of recording attendance only, the attendance of an alternate Members or directors of the Company will not be counted as attendance by the relevant Member himself or herself.

Access

17. The Corporate Governance Committee shall have full access to management and may invite members of management or others to attend its meetings.
18. The Company should provide the Corporate Governance Committee with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

Reporting Procedures

19. The Corporate Governance Committee shall evaluate and assess the effectiveness of the Corporate Governance Committee and the adequacy of these Terms of Reference on an annual basis and recommend any proposed changes to the Board.
20. Minutes of meetings of the Corporate Governance Committee and the record of individual attendance at such meetings shall be prepared and kept by the Company Secretary, which shall be sent to all members of the Board as soon as practicable after the conclusion of any meeting of the Corporate Governance Committee.
21. The Corporate Governance Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

Authority

22. The authorities and responsibilities of the Corporate Governance Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 to the Listing Rules (as amended from time to time).

Responsibilities and Duties

23. The duties of the Corporate Governance Committee shall include such responsibilities set out in the relevant code provisions of the CG Code, including the following aspects:
 - (a) to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board;
 - (b) to review and monitor the training and continuous professional development of the Company’s directors and senior management;
 - (c) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
 - (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Company’s employees and directors; and
 - (e) to review the Company’s compliance with the CG Code and disclosure in the corporate governance report.