

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated 19 October 2019 (the “**Prospectus**”) of CMGE Technology Group Limited. (the “**Company**”).

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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)

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus dated 19 October 2019 and the allotment results announcement dated 30 October 2019 (the “**Announcement**”) has been fully exercised by the Joint Global Coordinators, on behalf of the International Underwriters, on 4 November 2019, in respect of an aggregate of 69,150,000 Shares (the “**Over-allotment Shares**”), representing approximately 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option.

A further announcement will be made by the Company after the end of the stabilization period in connection with the Global Offering pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

The Over-allotment Shares will be allotted and issued by the Company at HK\$2.83 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering.

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus and the Announcement has been fully exercised by the Joint Global Coordinators, on behalf of the International Underwriters, on 4 November 2019 in respect of 69,150,000 Shares, representing approximately 15% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option.

Pursuant to the stock borrowing agreement dated 24 October 2019 entered into between the Stabilizing Manager and Zhongshouyou Brothers Limited (“**Stock Borrowing Agreement**”), the Stabilizing Manager has borrowed 69,150,000 Shares from Zhongshouyou Brothers Limited to cover over-allocations in the International Offering.

The Over-allotment Shares will be allotted and issued by the Company at HK\$2.83 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering. The Over-allotment Shares will be used to facilitate the return in full to Zhongshouyou Brothers Limited of the 69,150,000 borrowed Shares which were used to cover the over-allocations in the International Offering.

Approval of Listing

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on 7 November 2019.

Shareholding Structure of the Company upon the Full Exercise of the Over-allotment Option

The shareholding structure of the Company immediately before and after the completion of the allotment and issue of the Over-allotment Shares pursuant to the Over-allotment Option is as follows:

	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	Number of issued Shares	Approximate % of total issued share capital	Number of issued Shares	Approximate % of total issued share capital
Fairview Ridge (BVI)	693,309,425	30.66%	693,309,425	29.75%
Zhike L.P. (Cayman Islands)	346,673,339	15.33%	346,673,339	14.88%
Pegasus HK (HK)	293,327,517	12.97%	293,327,517	12.59%
C&T Services (HK)	143,205,000	6.33%	143,205,000	6.15%
Zhongshouyou Brothers BVI (BVI)	91,360,432	4.04%	91,360,432	3.92%
Yichong HK (HK)	76,133,590	3.37%	76,133,590	3.27%

	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	Number of issued Shares	Approximate % of total issued share capital	Number of issued Shares	Approximate % of total issued share capital
Silver Joyce (BVI)	51,390,238	2.27%	51,390,238	2.21%
JW Holdings (Cayman Islands)	36,795,000	1.63%	36,795,000	1.58%
Big Achieve(Cayman Islands)	25,682,805	1.14%	25,682,805	1.10%
Shengqu Technology (BVI)	25,682,805	1.14%	25,682,805	1.10%
Angel Partners (Cayman Islands)	16,439,849	0.73%	16,439,849	0.71%
Other public shareholders	<u>461,000,000</u>	<u>20.39%</u>	<u>530,150,000</u>	<u>22.75%</u>
Total	<u><u>2,261,000,000</u></u>	<u><u>100.00%</u></u>	<u><u>2,330,150,000</u></u>	<u><u>100.00%</u></u>

Use of Proceeds

The additional net proceeds of approximately HK\$188.8 million to be received by the Company from the allotment and issue of the Over-allotment Shares after deducting the underwriting commissions, brokerage, SFC transaction levy and Stock Exchange trading fee relating to the exercise of the Over-allotment Option will be used by the Company for the purposes as set out in the section headed “*Future Plans and Use of Proceeds*” in the Prospectus.

PUBLIC FLOAT

Immediately following the allotment and issue of the Over-allotment Shares, the Company will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules.

A further announcement will be made by the Company after the end of the stabilization period in connection with the Global Offering pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

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

Hong Kong
4 November 2019

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Xiao Jian and Mr. Sin Hendrick as executive Directors; Mr. Ma Yuntao and Mr. Tang Yanwen as non-executive Directors; and Ms. Ng Yi Kum, Mr. Tang Liang and Mr. Ho Orlando Yaukai as independent non-executive Directors.