
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 DECLARATION OF A FINAL DIVIDEND

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

PROPOSED RE-APPOINTMENT OF AUDITORS

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE SHARES AND PURCHASE SHARES**

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 10th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC on Friday, 29 May 2020 at 10:00 a.m. is set out on pages 17 to 20 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, 27 May 2020) 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.

7 May 2020

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC on Friday, 29 May 2020 at 10:00 a.m. or any adjournment thereof
“AGM Notice”	the notice for convening the AGM as set out on pages 17 to 20 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
“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”	30 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Date”	31 October 2019, being the date when the Shares are listed and from which dealings therein were permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of nominal value of US\$0.0001 each in the share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to purchase Shares, details of which are set out in the ordinary resolution no. 5 of the AGM Notice
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with any Shares or securities convertible to Shares and to make an offer or agreement or grant an option (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) which would or might require the exercise of such power, details of which are set out in ordinary resolution no. 6 of the AGM Notice
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
“US\$”	United States dollars, the lawful currency of the United States of America



CMGE Technology Group Limited

中手游科技集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0302)

Executive Directors:

Mr. XIAO Jian (*Chairman*)

Mr. SIN Hendrick

Non-executive Directors:

Mr. MA Yuntao

Mr. TANG Yanwen

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

7 May 2020

To the Shareholders

Dear Sir or Madam,

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

I. INTRODUCTION

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

1. the declaration of a final dividend;

LETTER FROM THE BOARD

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

II. DECLARATION OF A FINAL DIVIDEND

As mentioned in the annual results announcement of the Company dated 26 March 2020, after due consideration of Shareholders' as well as the Company's long-term interests, the Board recommended the payment of a final dividend of HK\$0.0355 (equivalent to RMB0.0313 based on the average exchange rate of 2019) per Share for the year ended 31 December 2019 out of the Company's share premium account, which is subject to the approval of Shareholders at the AGM. The final dividend, if approved by the Shareholders at the AGM, will be paid on or before Tuesday, 30 June 2020 to Shareholders whose name appear on the register of members of the Company as at the close of business on Friday, 12 June 2020. The aggregated amount of the dividends to be distributed by the Company for the year ended 31 December 2019 is proposed to be approximately HK\$82.7 million, based on 2,330,150,000 Shares, being the total number of Shares as at 31 December 2019.

For the purpose of determining entitlement to a final dividend, the register of members of the Company will be closed from Monday, 8 June 2020 to Friday, 12 June 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to the payment of a final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712—1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 5 June 2020.

III. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. XIAO Jian, Mr. SIN Hendrick, Mr. MA Yuntao, Mr. TANG Yanwen, 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, Ms. NG Yi Kum, Mr. TANG Liang and Mr. HO Orlando Yaukai will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

The Board has assessed and reviewed the annual written independence confirmation of each of the retiring independent non-executive Directors, namely Ms. NG Yi Kum, Mr. TANG Liang and Mr. HO Orlando Yaukai, based on the independence guidelines as set out in Rule 3.13 of the Listing Rules, and considered the retiring independent non-executive Directors remain to be independent.

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

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

IV. RE-APPOINTMENT OF AUDITORS

The financial statements of the Group for the year ended 31 December 2019 were audited by Ernst & Young whose term of office will expire upon the conclusion of the AGM.

The Board proposed to re-appoint Ernst & Young as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed at the AGM to authorise the Board to fix the auditors' remuneration for the year ending 31 December 2020. Ernst & Young have indicated their willingness to be re-appointed as auditors of the Company for the said period.

V. SHARE BUY-BACK MANDATE

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

As at the Latest Practicable Date, the Company had an aggregate of 2,330,150,000 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Share Buy-back Mandate and on the basis that no further Shares are issued or purchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Buy-back Mandate to purchase a maximum of 233,015,000 Shares.

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

LETTER FROM THE BOARD

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

VI. SHARE ISSUE MANDATE

An ordinary resolution will be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares or securities convertible to Shares and to make an offer or agreement or grant an option (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) which would or might require the exercise of such power of not exceeding 20% of the total number of issued shares of the Company as at the date of approval of the Share Issue Mandate. Details of the Share Issue Mandate are set out in ordinary resolution no. 6 of the AGM Notice.

Subject to the passing of the ordinary resolution for the approval of the Share Issue Mandate and on the basis that no further Shares are issued or purchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot, issue and deal with a maximum of 466,030,000 Shares under the Share Issue Mandate.

In addition, a separate ordinary resolution no. 7 will also be proposed to approve the extension of the Share Issue Mandate by adding the number of purchased Shares under the Share Buy-back Mandate to the total number of Shares which may be allotted and issued by the Directors pursuant to the Share Issue Mandate.

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

VII. AGM

A notice convening the AGM to be held at 10th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC on Friday, 29 May 2020 at 10:00 a.m. is set out on pages 17 to 20 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, (i) the proposed declaration of a final dividend; (ii) the proposed re-election of the retiring Directors; (iii) the proposed re-appointment of auditors; (iv) the proposed grant of the Share Buy-back Mandate; and (v) the proposed grant of the Share Issue Mandate (including the extended Share Issue Mandate).

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, 27 May 2020) 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. RECOMMENDATIONS

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

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

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

LISTING RULES

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

THE SHARE BUY-BACK MANDATE

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

As at the Latest Practicable Date, the Company had an aggregate of 2,330,150,000 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Share Buy-back Mandate and on the basis that no further Shares are issued or purchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Buy-back Mandate to purchase a maximum of 233,015,000 Shares up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law(s) to be held; or (iii) the revocation or variation of the Share Buy-back Mandate by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

REASONS FOR SHARE BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to purchase its Shares in the market. Such share buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value 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 2019, 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 (as defined in the Listing Rules) 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 from the Listing Date and up to the Latest Practicable Date were:

	Highest price	Lowest price
	<i>HK\$</i>	<i>HK\$</i>
2019		
October (from the Listing Date)	3.170	2.750
November	4.490	2.680
December	3.280	2.430
2020		
January	3.160	2.510
February	3.710	2.640
March	3.690	2.380
April	2.900	2.520

SHARE BUY-BACKS MADE BY THE COMPANY

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

TAKEOVERS CODE

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

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 held	Current percentage interest in the issued share capital of the Company	Percentage interest in the issued share capital of the Company in the event of the Share Buy-back Mandate is exercised in full
XIAO Jian	851,627,357	36.55%	40.61%
CMB Wing Lung (Trustee) Limited	824,989,024	35.40%	39.34%
Antopex Limited	824,989,024	35.40%	39.34%
Victory Aspire Group Limited	824,989,024	35.40%	39.34%
Zhongshouyou Brothers Limited	824,989,024	35.40%	39.34%
SIN Hendrick	817,059,663	35.06%	38.96%
Silver Joyce International Limited	786,819,663	33.77%	37.52%
Fairview Ridge Investment Limited	693,309,425	29.75%	33.06%
Motion Game Company Limited	693,309,425	29.75%	33.06%
Profound Power Investment Limited	693,309,425	29.75%	33.06%
Changpei Investment Centre, L.P.	693,309,425	29.75%	33.06%
Ambitious Profit Investment Limited	693,309,425	29.75%	33.06%
MA Yuntao	291,195,604	12.50%	13.89%
Yunzhuo Capital Investment (Chengdu) Company Limited	291,195,604	12.50%	13.89%
Yunzhuo Hontai Capital Investment (Beijing) Company Limited	291,195,604	12.50%	13.89%
Beijing Orient L.P.	291,195,604	12.50%	13.89%
Orient Zhike Limited	291,195,604	12.50%	13.89%
Hontai Zhike Cayman Limited	291,195,604	12.50%	13.89%
Hontai Zhike L.P.	291,195,604	12.50%	13.89%
Zhongrong International Trust Co., Ltd.	369,461,107	15.86%	17.62%
Beijing Zhongrong Dingxin Investment Management Co., Ltd.	369,461,107	15.86%	17.62%
Dazi Dingcheng Capital Investment Co., Ltd.	369,461,107	15.86%	17.62%
Shanghai Pegasus Investment Centre (Limited Partnership)	293,327,517	12.59%	13.99%
Shanghai Pegasus Technology Development Limited	293,327,517	12.59%	13.99%
Pegasus Technology Limited	293,327,517	12.59%	13.99%
Pegasus Network HK Limited	293,327,517	12.59%	13.99%

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 XIAO Jian, CMB Wing Lung (Trustee) Limited, Antopex Limited, Victory Aspire Group Limited, Zhongshouyou Brothers Limited, SIN Hendrick, Silver Joyce International Limited, Fairview Ridge Investment Limited, Motion Game Company Limited, Profound Power Investment Limited, Changpei Investment Centre, L.P. and Ambitious Profit Investment Limited to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors have no present intention to purchase Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. In addition, in exercising the Share Buy-back Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

EXTENSION OF SHARE ISSUE MANDATE

A resolution as set out in ordinary resolution no. 7 of the AGM Notice will also be proposed at the AGM authorising the Directors to increase the maximum number of new Shares which may be issued under the Share Issue Mandate by adding to it the number of any Shares purchased pursuant to the Share Buy-back Mandate.

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

1. Ms. NG Yi Kum

Ms. NG Yi Kum (伍綺琴), aged 62, is an independent non-executive Director. Ms. NG has over 12 years of experience in serving listed companies. She has been serving as (i) an executive director of Tse Sui Luen Jewellery (International) Limited, a company listed on the Stock Exchange (stock code: 0417) since December 2015, (ii) an independent non-executive director of Powerlong Commercial Management Holdings Limited, a company listed on the Stock Exchange (stock code: 9909) since December 2019, (iii) an independent non-executive director of Tianjin Development Holdings Limited, a company listed on the Stock Exchange (stock code: 0882) since July 2010, (iv) an independent non-executive director of Comba Telecom Systems Holdings Limited, a company listed on the Stock Exchange (stock code: 2342) since March 2019, and (v) an independent non-executive director of CT Vision (International) Holdings Limited (formerly known as Win Win Way Construction Holdings Limited), a company listed on the Stock Exchange (stock code: 0994) since July 2019.

From June 2013 to August 2019, Ms. NG served as an independent non-executive director of China Power New Energy Development Company Limited, a company listed on the Stock Exchange and delisted in August 2019 (stock code: 0735). From May 2016 to May 2017, Ms. NG served as an independent non-executive director of DS Healthcare Group, Inc., a company listed on the NASDAQ and delisted in December 2016 (stock symbol: DSKX). From September 2012 to August 2015, Ms. NG served as an independent non-executive director of CMGE Group, a company listed on the NASDAQ and delisted in August 2015 (stock symbol: CMGE). From December 2011 to June 2013, Ms. NG served as an independent non-executive director of China Finance Investment Holdings Limited (formerly known as Cypass Jade Agricultural Holdings Limited and Ever Fortune International Holdings Limited), a company listed on the Stock Exchange (stock code: 0875). From September 2008 to July 2015, Ms. NG served as an independent non-executive director of Hong Kong Resources Holdings Company Limited (formerly known as Ocean Grand Chemicals Holdings Limited), a company listed on the Stock Exchange (stock code: 2882). From January 2008 to April 2014, Ms. NG served as the chief financial officer of Country Garden Holdings Company Limited, a company listed on the Stock Exchange (stock code: 2007). From September 2005 to November 2007, she served as an executive director of Hang Lung Properties Limited, a company listed on the Stock Exchange (stock code: 0101).

Ms. NG graduated from the Hong Kong University of Science and Technology with a master's degree in business administration in 1995. She is a fellow member of the Institute of Chartered Accountants in England and Wales, an associate of the Hong Kong Institute of Chartered Secretaries, a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants, and a member of the American Institute of Certified Public Accountants.

Save as disclosed above, Ms. NG has not held any directorship in the last three years in other public companies in the securities of which are listed on any securities market in Hong Kong or overseas.

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

Ms. NG has given her written annual independence confirmation to the Company and the Board has assessed and reviewed it based on the independence guidelines as set out in rule 3.13 of the Listing Rules. She does not have any relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company. The Board is also not aware of any circumstance that might influence Ms. NG in exercising independent judgment, and is satisfied that she has the required character, integrity, independence and experience to fulfil the role of an independent non-executive Director and she will be able to maintain an independent view of the Group's affairs. The Board considers her to be independent.

The Board is of the view that Ms. NG is beneficial to the Board with diversity of her experience in serving various listed companies that contributes to invaluable expertise, continuity and stability to the Board. The Company has benefited greatly from her contribution and valuable insights derived from her in-depth knowledge of the Company. The Board believes that she will continue to contribute effectively to the Board.

Ms. NG entered into an appointment letter with the Company for a term of three years with effect from the Listing Date or until the third annual general meeting of the Company since the Listing Date. Pursuant to the appointment letter, she is entitled to an annual director's fee of HK\$240,000 which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, her performance, qualifications and experience.

As at the Latest Practicable Date, Ms. NG did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. NG has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to her re-election as a Director.

2. Mr. TANG Liang

Mr. TANG Liang (唐亮), aged 42, is an independent non-executive Director. Mr. TANG has been serving as (i) a director of Tencent Music Entertainment Group, a company listed on the New York Stock Exchange (stock symbol: TME) since April 2014, (ii) the chairman of China Investment Financial Holdings Fund Management Company Limited (中投中財基金管理有限公司) since April 2015, (iii) a director of CAS Health Industry (Beijing) Co., Ltd. (中科健康產業(北京)有限公司) since December 2016, (iv) the chairman of Hefei CICFH Industry Investment Management Co., Ltd. (合肥中投中財產業投資管理有限公司) since December 2016, (v) the chairman of Hefei China Film CICFH Investment Management Co., Ltd. (合肥中影中投中財投資管理有限公司) since March 2017, and (vi) a director of Zhongke Zhiyun Technology Co., Ltd. (中科智雲科技有限公司) since June 2018.

Mr. TANG graduated from Peking University in July 2000 with a bachelor's degree in law. Mr. TANG received a master's degree in litigation law from Peking University in July 2002, a master's degree in law from Yale University in June 2003 and a master's degree in science of law from Stanford University in June 2005.

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

Save as disclosed above, Mr. TANG has not held any directorship in the last three years in other public companies in the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. TANG has given his written annual independence confirmation to the Company and the Board has assessed and reviewed it based on the independence guidelines as set out in rule 3.13 of the Listing Rules. He does not have any relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. TANG in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfil the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent.

The Board is of the view that Mr. TANG is beneficial to the Board with diversity of his professional and investment experience in the mobile internet and media sector that contributes to invaluable expertise, continuity and stability to the Board. The Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

Mr. TANG entered into an appointment letter with the Company for a term of three years with effect from the Listing Date or until the third annual general meeting of the Company since the Listing Date. Pursuant to the appointment letter, he is entitled to an annual director's fee of HK\$180,000 which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience. Mr. TANG waived his remuneration of HK\$30,000 for the year ended 31 December 2019.

As at the Latest Practicable Date, Mr. TANG did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. TANG has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as a Director.

3. Mr. HO Orlando Yaukai

Mr. HO Orlando Yaukai (何猷啟), aged 28, is an independent non-executive Director. Mr. HO served as a director of Koo Tech Limited (酷奧科技有限公司) from October 2014 to January 2020, an assistant manager of UNIR (HK) Management Ltd since 2013, a director of UNIR Australia Pty Ltd Group since August 2014, a director of Tinon Investments Ltd since December 2019, a director of Skyin Ltd since March 2020, a chairman of New Blue Ocean Advertisement (Macau) Ltd since January 2018, a chief executive officer of OSMAN Entertainment Ltd since May 2018, a director of Tung Wah Group of Hospitals (東華三院) since April 2016, and a general manager of Guangzhou Luhu Golf & Country Club (廣州麓湖高爾夫球鄉村俱樂部) since March 2016. Mr. HO served as (i) a member of the Standing Committee of the 12th Guangxi Zhuang Autonomous Region Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十二屆廣西壯族自治區委員會常務委員) since February 2018, and (ii) a member of the 11th Guangxi Zhuang Autonomous Region Committee of the Chinese People's Political Consultative Conference (中國人民

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

政治協商會議第十一屆廣西壯族自治區委員會) from December 2014 to January 2018. Mr. HO has also served as (i) the executive vice-chairman of the Hong Kong CPPCC Youth Association (香港政協青年聯會) since May 2016 and the executive vice-president of the same institution from May 2014 to April 2016, (ii) the chairman of the Hong Kong Guangxi Sports Association (香港廣西體育總會) since March 2014 and the executive vice president of the same institution from November 2013 to February 2014, (iii) the executive vice-chairman of the Hong Kong Guangxi Youth Organisations (香港廣西青年聯會) since March 2014, (iv) the executive vice-president of the Federation of Hong Kong Guangxi Community Organisation (香港廣西社團總會) since November 2013, (v) the vice-chairman of the Hong Kong Volunteers Federation (香港義工聯盟) since November 2015, and (vi) the honorary president of the Anti-Drug Army of Hong Kong Limited (香港禁毒兵團) since January 2015.

Mr. HO graduated from Bentley University in the United States with a bachelor's degree in science in corporate finance and accounting in October 2013.

Save as disclosed above, Mr. HO has not held any directorship in the last three years in any public company in the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. HO has given his written annual independence confirmation to the Company and the Board had assessed and reviewed it based on the independence guidelines as set out in rule 3.13 of the Listing Rules. He does not have any relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. HO in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfil the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent.

The Board is of the view that Mr. HO is beneficial to the Board with diversity of his experience in management and community service that contributes to invaluable expertise, continuity and stability to the Board. The Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

Mr. HO entered into an appointment letter with the Company for a term of three years with effect from the Listing Date or until the third annual general meeting of the Company since the Listing Date. Pursuant to the appointment letter, he is entitled to an annual director's fee of HK\$180,000 which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

As at the Latest Practicable Date, Mr. HO did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. HO has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as a Director.

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, 29 May 2020 at 10:00 a.m. at 10th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the directors and auditors for the year ended 31 December 2019.
2. To declare a final dividend of HK\$0.0355 (equivalent to RMB0.0313 based on the average exchange rate of 2019) per share for the year ended 31 December 2019, which will be paid out of the share premium account of the Company.
3. (a) To re-elect, each as a separate resolution, the following persons as directors of the Company (together with all other directors of the Company, the “**Directors**”):
 - (i) Ms. NG Yi Kum as an independent non-executive Director;
 - (ii) Mr. TANG Liang as an independent non-executive Director; and
 - (iii) Mr. HO Orlando Yaukai as an independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Ernst & Young as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

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

“THAT:

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

for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law(s) to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in a general meeting.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT a general mandate be and is hereby unconditionally given to the Directors to exercise full powers of the Company to allot, issue and deal with additional Shares, to grant rights to subscribe for, or convert any securities into, Shares (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) and to make or grant offers, agreements and options 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) any scrip dividend

NOTICE OF ANNUAL GENERAL MEETING

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. 7).

Such mandate shall expire at the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law(s) to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in a general meeting.”
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

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

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

Hong Kong, 7 May 2020

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the Board 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.

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.
4. In the case of joint holders of any Shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
5. On a poll, every member present in person or by proxy shall be entitled to one vote for each Share registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
6. Concerning resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. The explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own Shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in the appendix to the circular of the Company dated 7 May 2020.
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, 26 May 2020 to Friday, 29 May 2020 (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, 25 May 2020.
8. For the purpose of determining the entitlement of the final dividend, the register of members of the Company will be closed from Monday, 8 June 2020 to Friday, 12 June 2020 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for entitling the final dividend, all transfer of Share documents accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30p.m. on Friday, 5 June 2020.