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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)**

**POSSIBLE SHARE TRANSACTION  
ACQUISITION OF THE TARGET IP RIGHTS  
INVOLVING THE ISSUE OF CONSIDERATION SHARES  
UNDER THE GENERAL MANDATE**

**THE ASSIGNMENT AGREEMENT**

The Board is pleased to announce that on 11 September 2024 (after trading hours), SuperNova (a wholly-owned subsidiary of the Company) entered into the Assignment Agreement with Softstar, pursuant to which conditional upon the obtaining of the Softstar Shareholders' Approval, SuperNova will acquire, and Softstar will assign, the Target IP Rights in consideration of (i) the payment of RMB18,300,000 (equivalent to approximately HK\$20,130,000) in cash by SuperNova to Softstar; and (ii) the issue and allotment of the Consideration Shares by the Company to Softstar. Pursuant to the Assignment Agreement, save for certain terms therein, including those relating to the fulfillment of the Softstar Shareholders' Approval condition and the payment of the First Portion Cash Consideration, which are legally binding and take effect upon the signing of the Assignment Agreement, the other terms of the Assignment Agreement will only become legally binding and take effect upon the fulfillment of the Softstar Shareholders' Approval condition.

The Consideration Shares will be issued and allotted at the Issue Price and pursuant to the General Mandate. The Consideration Shares represent (i) approximately 1.33% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 1.31% of the total number of issued Shares as enlarged by the issue and allotment of the Consideration Shares (assuming that there is no other change in the total number of issued Shares between the date of this announcement and the issue and allotment of the Consideration Shares).

Application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consideration Shares.

### **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) is less than 5% and part of the Consideration will be satisfied by the allotment and issuance of the Consideration Shares, the Assignment will constitute a share transaction of the Company upon the Assignment Agreement taking effect and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

### **GENERAL**

**The Assignment is conditional upon the obtaining of the Softstar Shareholders' Approval and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

Company will make further announcement in respect of the Assignment as and when appropriate in accordance with the Listing Rules.

### **INTRODUCTION**

The Board is pleased to announce that on 11 September 2024 (after trading hours), SuperNova (a wholly-owned subsidiary of the Company) entered into the Assignment Agreement with Softstar, pursuant to which conditional upon the obtaining of the Softstar Shareholders' Approval, SuperNova will acquire, and Softstar will assign, the Target IP Rights at the Consideration.

## THE ASSIGNMENT AGREEMENT

The principal terms of the Assignment Agreement are summarised as follows:

- Date** : 11 September 2024 (after trading hours)
- Parties** : (a) Assignor: Softstar Entertainment Inc.
- (b) Assignee: SuperNova Overseas Limited, which is a wholly-owned subsidiary of the Company

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, Softstar and its ultimate beneficial owners are third parties independent of the Group and its connected persons.

- Subject matter** : All registered or unregistered IP rights (including but not limited to copyright and trademark), competitive rights, trade secrets, goodwill under the common law and related rights owned by Softstar and Softstar Related Corporations, in all regions (except Mainland China), pertinent to the game series *Legend of Sword and Fairy* (仙劍奇俠傳) and all existing and future derivative works (including but not limited to standalone games, online games, comics, animation and movies) from, and music, content literature, art works, videos and audio works in, such game series, whether the same are created prior to or after the signing of the Assignment Agreement (collectively, the "**Target IP Rights**").

### Condition Precedent

The Assignment Agreement and the transactions thereunder are conditional upon the approval by the shareholders of Softstar in its general meeting ("**Softstar Shareholders' Approval**") in accordance with the Taipei Exchange Rules Governing Securities Trading on the Taipei Exchange. Softstar shall use all reasonable endeavours to procure the obtaining of the Softstar Shareholders' Approval on or before 1 November 2024.

## **Legal effect of the Assignment Agreement**

Pursuant to the Assignment Agreement, save for certain terms therein, including the terms relating to the fulfillment of the Softstar Shareholders' Approval under the section headed "Condition Precedent" above, paragraph (1) under the section headed "Consideration" below, the third paragraph under the section headed "Other Provisions in respect of the Target IP Rights and the Authorisation Agreements" below, and the first paragraph under the section headed "Default Interest and Termination" below, which are legally binding and take effect upon the signing of the Assignment Agreement, the other terms of the Assignment Agreement will only become legally binding and take effect upon the fulfillment of the Softstar Shareholders' Approval condition.

### **Consideration**

The Consideration shall be settled in the following manner:

- (i) RMB18,300,000 (equivalent to approximately HK\$20,130,000) shall be paid in cash; and
- (ii) the balance shall be satisfied by the issue and allotment of 38,000,000 Consideration Shares by the Company to Softstar at the Issue Price of HK\$1.68 per Share.

The Consideration is payable by instalments as described below:

- (1) (a) By no later than the 5th business day after SuperNova has received the relevant invoice issued by Softstar after the date of the Assignment Agreement, SuperNova (or a related corporation designated by it) shall settle the First Portion Cash Consideration in the amount of RMB14,640,000 (equivalent to approximately HK\$16,104,000) in cash; and
- (b) By no later than 20 September 2024, SuperNova shall provide Softstar with documentary evidence that the Company has submitted an application to the Listing Committee for the listing of, and permission to deal in, such Consideration Shares.

On the date on which the First Portion Cash Consideration is settled and received by Softstar, Softstar and/or Softstar Related Corporations shall submit the application for registration of the assignment of the relevant Target IP Rights to SuperNova or its designated entity with the relevant authorities and provide SuperNova with the relevant documentary proof.

- (2) Subject to the fulfillment of the Softstar Shareholders' Approval condition, SuperNova shall deliver the physical share certificate(s) of the Consideration Shares to Softstar within 5 business days after the granting of the listing of, and the permission to deal in, the Consideration Shares by the Listing Committee and the obtaining of the Softstar Shareholders' Approval, and in any event no later than 30 November 2024 (provided that the Softstar Shareholders' Approval is obtained on or before 1 November 2024, and in addition, if any delay is caused by force majeure or regulatory authorities other than reasons due to SuperNova, the aforesaid date shall be postponed accordingly). If SuperNova fails to deliver the share certificate(s) of the Consideration Shares within the aforesaid periods, SuperNova shall pay HK\$63,840,000 in cash to Softstar within 10 business days after the end of the aforesaid periods, and upon such cash payment, SuperNova shall no longer be required to deliver the share certificate(s) of the Consideration Shares to Softstar and shall not be held liable resulting from the failure to deliver the share certificate(s). If SuperNova fails to pay HK\$63,840,000 in cash within the aforesaid 10 business days' period, Softstar shall be entitled to revoke all applications for registration of the Assignment of the relevant Target IP Rights, and the portion of the Consideration already paid shall be forfeited by Softstar.
- (3) SuperNova shall settle the remaining portion of the Consideration by paying Softstar RMB3,660,000 (equivalent to approximately HK\$4,026,000) in cash by no later than the 10th business day after completion of all of the following matters: (a) Softstar and/or Softstar Related Corporations having completed the registration (where applicable) of the Assignment in all regions (except Mainland China) (which registration shall be completed within 36 months after the settlement of the First Portion Cash Consideration) and having provided SuperNova with all relevant documentary proof and originals of all certificates in relation to the relevant trademark registrations and copyright registrations and renewal documents; (b) Softstar and/or Softstar Related Corporations having entered into the assignments with the relevant third parties in relation to the assignment of all the rights, economic interests and IP of Softstar and/or Softstar Related Corporations under the Authorisation Agreements to SuperNova (Softstar shall procure that such assignments be entered into within 18 months from the date of the Assignment Agreement); (c) SuperNova having received the relevant invoice issued by Softstar; and (d) Softstar having obtained the Softstar Shareholders' Approval.

The Consideration was arrived at after arm's length negotiation among the parties having taken into account: (i) the potential of the Target IP Rights in light of the IP rights of *Legend of Sword and Fairy* (仙劍奇俠傳) registered, licensed or used in Mainland China already acquired by the Company; and (ii) the factors set out in the paragraph headed "Reasons for and Benefits of the Assignment" in this announcement below.

The portion of the Consideration to be payable in cash will be financed by the internal resources of the Group.

### **Other Provisions in respect of the Target IP Rights and the Authorisation Agreements**

Conditional upon the obtaining of the Softstar Shareholders' Approval and upon the payment of the First Portion Cash Consideration by SuperNova, with retrospective effect from the date of the Assignment Agreement, SuperNova shall have the ownership and be entitled to all the rights and interests in the Target IP Rights and may independently use the Target IP Rights. If any Target IP Rights have not been registered, Softstar shall provide and procure Softstar Related Corporations to provide all necessary legal documents and assistance for the registration of such unregistered Target IP Rights.

With effect from the date of the Assignment Agreement, SuperNova shall be entitled to and undertake all the rights and obligations of Softstar and Softstar Related Corporations under the Authorisation Agreements.

From the date of the Assignment Agreement, Softstar shall not, and shall procure Softstar Related Corporations not to, use or register or authorise any third party to use or register the Target IP Rights, or amend or terminate or grant any waiver or approval in respect of any of the Authorisation Agreements, except with the consent of SuperNova.

### **Default Interest and Termination**

If for any reason the Softstar Shareholders' Approval cannot be obtained on or before 1 November 2024, the Assignment Agreement shall be terminated automatically. In such case, Softstar shall return the First Portion Cash Consideration without interest (i.e. RMB14,640,000 (equivalent to approximately HK\$16,104,000)) to SuperNova within 5 business days, and SuperNova shall be entitled to revoke or withdraw the application to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares. If applications for registration of the Assignment of the relevant Target IP Rights have already been made pursuant to the Assignment Agreement, SuperNova shall assign the relevant Target IP Rights to Softstar or its designated entity on the premise that Softstar has returned the First Portion Cash Consideration to SuperNova.

If Softstar fails to comply with its obligations under the Assignment Agreement according to the agreed timeline under the Assignment Agreement or prior to such other date as SuperNova and Softstar may agree in writing, including but not limited to (i) completing the registration (where applicable) of the Assignment in all regions (except Mainland China) within 36 months after the settlement of the First Portion Cash Consideration and (ii) procuring the entering into of the assignments with relevant third parties in relation to the assignment of all the rights, economic interests and IP of Softstar and/or Softstar Related Corporations under the Authorisation Agreements to SuperNova within 18 months after the date of the Assignment Agreement, and if SuperNova is not in breach of any other provisions of the Assignment Agreement, Softstar shall pay to SuperNova a default interest calculated at 8% per annum of the amount of the Consideration (namely, the cash portion of RMB18,300,000 plus the total Issue Price of the Consideration Shares of HK\$63,840,000) from the date of the default until the date of actual completion of the relevant matter. If Softstar fails to rectify the default within 15 business days from the notice from SuperNova, SuperNova shall be entitled to terminate the Assignment Agreement, upon which Softstar (a) shall return the portion of the Consideration received by paying to SuperNova in cash of the aggregate of (i) the amount of the cash portion of the Consideration paid by SuperNova and (ii) HK\$63,840,000 (representing the total Issue Price of the Consideration Shares), if the Consideration Shares have been issued and allotted to Softstar; and (b) in addition, pay an amount equivalent to 30% of the portion of the Consideration received to SuperNova as damages.

If SuperNova fails to pay any portion of the Consideration in accordance with the Assignment Agreement, and if Softstar is not in breach of any provisions of the Assignment Agreement, SuperNova shall pay to Softstar a default interest calculated at 8% per annum of the amount of the relevant portion of the Consideration (if the default is in respect of delay in issuing the Consideration Shares, 8% per annum of HK\$63,840,000, which represents the total Issue Price of the Consideration Shares) from the scheduled date of payment until the date of the actual payment. If SuperNova fails to rectify the default within 15 business days from the notice from Softstar, Softstar shall be entitled to terminate the Assignment Agreement, upon which the portion of the Consideration already paid (including the cash portion and the Consideration Shares issued and allotted to Softstar) shall be forfeited by Softstar.

Upon the termination of the Assignment Agreement, SuperNova shall, at the costs of defaulting party, assign to Softstar or its designated entity, the relevant Target IP Rights if the registration of the Assignment of the same has been completed.

## THE CONSIDERATION SHARES

The Consideration Shares represent (i) approximately 1.33% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 1.31% of the total number of issued Shares as enlarged by the issue and allotment of the Consideration Shares (assuming that there is no other change in the total number of issued Shares between the date of this announcement and the date of issue and allotment of the Consideration Shares).

The Issue Price of HK\$1.68 per Share represents:

- (i) a premium of 140% over the closing price of HK\$0.70 per Share as quoted on the Stock Exchange on the date of this announcement;
- (ii) a premium of approximately 139.32% over the average closing price of HK\$0.702 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of this announcement; and
- (iii) a premium of approximately 139.66% over the average closing price of HK\$0.701 per Share as quoted on the Stock Exchange for the 10 consecutive trading days of the Shares immediately prior to the date of this announcement.

The Issue Price of HK\$1.68 per Share was arrived at after arm's length negotiation between the parties with reference to the historical price trend and the net asset value of the Shares, and the financial and trading prospects of the Group.

In the event of any consolidation or subdivision of Shares during the period from the date of the Assignment Agreement to the date of issue and allotment of the Consideration Shares, the number of the Consideration Shares and the Issue Price shall be adjusted proportionally so that the percentage of the Consideration Shares held by Softstar over the number of total issued Shares immediately upon the issue and allotment of the Consideration Shares shall not be changed due to such consolidation or subdivision.



## FINANCIAL INFORMATION OF THE TARGET IP RIGHTS

Based on the audited accounts of Softstar, the revenue and net profits/(loss) derived from and attributable to the Target IP Rights for the years ended 31 December 2023 and 31 December 2022 are as follows:

	For the year ended 31 December 2023		For the year ended 31 December 2022	
	TWD'000	Equivalent to HKD'000	TWD'000	Equivalent to HKD'000
Revenue	44,020	11,190	154,107	41,347
Net profit/(loss) before taxation <sup>(Note)</sup>	(20,541)	(5,222)	95,599	25,649
Net profit/(loss) after taxation <sup>(Note)</sup>	(23,698)	(6,024)	79,811	21,413

*Note:* The net loss attributable to the Target IP Rights is arrived at by multiplying the total net loss before or after taxation, as the case may be, of Softstar for the relevant year, by the ratio of the revenue derived from the Target IP Rights over the total revenue of Softstar for such year.

## REASONS FOR AND BENEFITS OF THE ASSIGNMENT

The IPs of *Legend of Sword and Fairy* (仙劍奇俠傳) have won the championship of well-known IP awards from official and social organisations in Mainland China for many times, with both influential and commercial value. Over the years, the Group has planned to enhance the IP value of *Legend of Sword and Fairy* (仙劍奇俠傳) and cultivate IP vitality and influential development. Based in Mainland China, the Group has expanded its business globally and has the capability and confidence to push forward the development of such IPs.

As disclosed in the announcement of the Company dated 5 August 2021, the Group acquired the IP rights of *Legend of Sword and Fairy* (仙劍奇俠傳) registered, licensed or used in Mainland China. Through the Assignment, the Group will exclusively own all IP rights of *Legend of Sword and Fairy* (仙劍奇俠傳) worldwide.

The full acquisition of the global IP rights and interests of *Legend of Sword and Fairy* (仙劍奇俠傳) will strengthen the ecological competitiveness of the Group's IP games and ensure the long-term and stable implementation of the IP game strategy of the Group. The Group will increase its investment in all aspects to create more premium content and interactive experience by combining entertainment formats that are preferred by young users. At the same time, the Group closely followed relevant national guidelines and policies, focused on the inheritance of traditional culture, deeply explored the outstanding cultural value of IP, and delivered inspiring and positive values to the public. The Group will build *Legend of Sword and Fairy* (仙劍奇俠傳) into a Chinese game brand with first class global influence, and create a new height for the impact of the IP game, creating a deeper and further influence to the people about Chinese stories and Chinese culture.

The Directors (including the independent non-executive Directors) are of the view that the Assignment Agreement is entered into in the ordinary course of the business of the Group, on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

#### **INFORMATION ON SOFTSTAR**

Softstar is a company listed on the Taipei Exchange (stock code: 6111) and it is a leading game developer and IP-based entertainment provider that is principally engaged in PC game, client-based online game, web-based online game and mobile game development, IP licensing and game publishing. According to Softstar, the single largest shareholder of Softstar as at the date of this announcement is Oriental Golden Richness LTD (駿躍豐匯投資有限公司), which is interested in approximately 9.35% of the equity interest in Softstar.

#### **INFORMATION ON THE GROUP**

SuperNova is a wholly-owned subsidiary of the Company and is principally engaged in mobile game publishing. The Group is a leading global IP-based game operator and publisher, focusing primarily on IPs relating to well-known cultural products and art works. The Group is actively expanding and enriching its IP database and product lines and the Assignment is in line with the development direction of the Group.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 2,852,672,000 Shares in issue. The following table illustrates the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon the issue and allotment of the Consideration Shares (assuming that there will be no change in the total number of issued Shares between the date of this announcement and the issue and allotment of the Consideration Shares):

Name of Shareholder	As at the date of this announcement		Immediately after the issue and allotment of the Consideration Shares	
	Number of Shares	Approximate % shareholding*	Number of Shares	Approximate % shareholding*
Fairview Ridge Investment Limited <sup>(1)</sup>	693,309,425	24.30	693,309,425	23.98
Zhongshouyou Brothers Limited <sup>(2)</sup>	70,598,642	2.47	70,598,642	2.44
XIAO Jian <sup>(2)</sup>	15,950,000	0.56	15,950,000	0.55
Silver Joyce International Limited <sup>(3)</sup>	123,750,238	4.34	123,750,238	4.28
SIN Hendrick <sup>(3)</sup>	2,328,000	0.08	2,328,000	0.08
Pegasus Network HK Limited <sup>(4)</sup>	293,327,517	10.28	293,327,517	10.15
Yichong Technology HK Limited <sup>(5)</sup>	76,133,590	2.67	76,133,590	2.63
FAN Yingjie <sup>(6)</sup>	918,000	0.03	918,000	0.03
Farrich Investments Limited <sup>(7)</sup>	276,245,624	9.68	276,245,624	9.56
Softstar	—	—	38,000,000	1.31
Other public Shareholders	<u>1,300,110,964</u>	<u>45.58</u>	<u>1,300,110,964</u>	<u>44.98</u>
Total	<u>2,852,672,000</u>	<u>100.00</u>	<u>2,890,672,000</u>	<u>100.00</u>

\* Figures do not add up to 100% due to rounding.

### Notes:

1. Fairview Ridge Investment Limited is wholly-owned by Motion Game Company Limited, which is in turn wholly-owned by Profound Power Investment Limited and is in turn wholly-owned by Changpei Investment Centre, L.P. (“**Changpei Cayman**”). The general partner of Changpei Cayman is Ambitious Profit Investment Limited, which is indirectly owned as to 64% by Mr. XIAO Jian through Zhongshouyou Brothers Limited and 36% by Mr. SIN Hendrick through Silver Joyce International Limited.

2. Mr. XIAO Jian, through ZSY Holding Company Limited, a company which is nominated by Trident Trust Company (B.V.I.) Limited, the trustee of the Xiao Family Trust, was deemed to be interested in 70,598,642 Shares held by his wholly-owned company, Zhongshouyou Brothers Limited. Mr. XIAO Jian is also the beneficial owner of 15,950,000 Shares.
3. Mr. SIN Hendrick, through Silver Joyce International Limited, was deemed to be interested in 123,750,238 Shares directly held by his wholly-owned company, Silver Joyce International Limited. Mr. SIN Hendrick is also the beneficial owner of 2,328,000 Shares.
4. Pegasus Network HK Limited is wholly-owned by Pegasus Technology Limited, which is in turn wholly-owned by Shanghai Pegasus Technology Development Limited, and is in turn owned as to 99.6% by Shanghai Pegasus Investment Centre (Limited Partnership), the general partner of which is Dazi Dingcheng Capital Investment Co., Ltd., which is wholly-owned by Beijing Zhongrong Dingxin Investment Management Co., Ltd., and is in turn wholly-owned by Zhongrong International Trust Co., Ltd.
5. Yichong Technology HK Limited is wholly-owned by Yichong Technology Limited, which is in turn wholly-owned by Shanghai Jichong Technology Development Limited, and is in turn owned as to 99.6% by Shanghai Yichong Investment Centre (Limited Partnership), the general partner of which is Dazi Dingcheng Capital Investment Co., Ltd., which is wholly-owned by Beijing Zhongrong Dingxin Investment Management Co., Ltd., and is in turn wholly-owned by Zhongrong International Trust Co., Ltd.
6. Mr. FAN Yingjie is the beneficial owner of 918,000 Shares.
7. Farrich Investments Limited is wholly-owned by Thebest Investments Limited. Thebest Investments Limited is a wholly-owned subsidiary of Clear Build Investments Limited, which is in turn wholly-owned by Mr. CHU Yat Hong.

## **GENERAL MANDATE**

The Consideration Shares will be issued and allotted pursuant to the General Mandate, which has been granted to the Directors to issue and allot up to 550,534,400 Shares, representing 20% of the total number of Shares in issue as at the date of the AGM.

As at the date of this announcement, the Company has issued and allotted 100,000,000 Shares under the General Mandate, and the remaining balance of the General Mandate is 450,534,400 Shares. Accordingly, the General Mandate is sufficient for the issue and allotment of the Consideration Shares, and the issue of the Consideration Shares is not subject to the approval of the Shareholders.

## APPLICATION FOR LISTING OF THE CONSIDERATION SHARES

Application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consideration Shares.

The Consideration Shares, when issued and allotted, shall rank *pari passu* among themselves and with all Shares in issue upon the issuance and allotment of the Consideration Shares.

## LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) is less than 5% and part of the Consideration will be satisfied by the allotment and issuance of the Consideration Shares, the Assignment will constitute a share transaction of the Company upon the Assignment Agreement taking effect and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## GENERAL

**The Assignment is conditional upon the obtaining of the Softstar Shareholders' Approval and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

Company will make further announcement in respect of the Assignment as and when appropriate in accordance with the Listing Rules.

## DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the following meanings:

“AGM”	the annual general meeting of the Company convened on 27 May 2024;
“Assignment”	the assignment of the Target IP Rights to SuperNova pursuant to the Assignment Agreement;
“Assignment Agreement”	the conditional assignment agreement dated 11 September 2024 entered into between Softstar and SuperNova in relation to the Assignment;

“Authorisation Agreements”	the relevant authorisation agreements entered into between Softstar and/or Softstar Related Corporations on one part and other third parties on the other part prior to the Assignment Agreement becoming effective, in relation to the grant of authorisation or licence in respect of the relevant Target IP Rights in favour of such third parties;
“Board”	the board of Directors;
“business days”	any day on which licensed banks in Hong Kong are generally open for business throughout their normal business hours (excluding Saturdays, Sundays, Hong Kong public holidays, and any day on which a tropical cyclone warning signal number 8 or above or a black rainstorm warning signal or extreme weather condition is hoisted or remains to be hoisted from 9:00 a.m. to 5:00 p.m.);
“Company”	CMGE Technology Group Limited (中手游科技集团有限公司), an exempted company incorporated in the Cayman Islands with limited liability and whose ordinary shares are listed on the Main Board of the Stock Exchange (stock code: 0302);
“Consideration”	the aggregate consideration payable by SuperNova to Softstar for the Assignment in the form of (1) cash as to RMB18,300,000 (equivalent to approximately HK\$20,130,000) and (2) the issue and allotment of the Consideration Shares at the Issue Price;
“Consideration Share(s)”	a total of 38,000,000 new Shares to be allotted and issued by the Company at the Issue Price to Softstar as part of the Consideration pursuant to the terms and conditions of the Assignment Agreement;
“Director(s)”	the director(s) of the Company;
“First Portion Cash Consideration”	part of the Consideration payable in cash in the amount of RMB14,640,000 (equivalent to approximately HK\$16,104,000);

“General Mandate”	the general authority granted to the Directors to allot and issue up to 550,534,400 Shares, representing 20% of the total number of Shares in issue as at date of the AGM;
“Group”	the Company and its subsidiaries and consolidated operating entities in the PRC;
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“IP”	intellectual property;
“Issue Price”	HK\$1.68 per Share;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	ordinary share(s) of the Company with nominal value of US\$0.0001 each;
“Shareholder(s)”	holder(s) of the Share(s);
“Softstar”	Softstar Entertainment Inc. (大宇資訊股份有限公司), a limited liability company incorporated in Taiwan, the shares of which are listed on the Taipei Exchange (stock code: 6111);
“Softstar Related Corporations”	all companies and corporate entities which are directly or indirectly (i) controlling Softstar, (ii) controlled by Softstar or (iii) under common control with Softstar;
“Softstar Shareholders’ Approval”	shall have the meaning ascribed to such expression under the section headed “The Assignment Agreement” of this announcement;

“Stock Exchange”	the Stock Exchange of Hong Kong Limited;
“SuperNova”	SuperNova Overseas Limited, a limited company incorporated in Hong Kong and a wholly-owned subsidiary of the Company;
“Target IP Rights”	shall have the meaning ascribed to such expression under the section headed “The Assignment Agreement” of this announcement;
“TWD”	New Taiwan dollars, the lawful currency of Taiwan;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

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

Hong Kong, 11 September 2024

*For the purpose of this announcement, unless otherwise indicated, conversion of RMB into HK\$ is calculated at the approximate exchange rate of RMB1.00 to HK\$1.10. This exchange rate is for illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be exchanged at this or any other rate at all.*

*As at the date of this announcement, the Board comprises Mr. XIAO Jian, Mr. SIN Hendrick M.H. and Mr. FAN Yingjie as executive Directors; Mr. ZHANG Shengyan and Mr. JIANG Yukai as non-executive Directors; and Ms. NG Yi Kum, Mr. TANG Liang and Mr. HO Orlando Yaukai as independent non-executive Directors.*