THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stock broker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CMGE Technology Group Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stock broker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CMGE Technology Group Limited
中手游科技集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0302)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

PROPOSED RE-APPOINTMENT OF AUDITOR

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

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

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 2026 at 10:00 a.m. is set out on pages 30 to 34 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 2026) 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.

24 April 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD

INTRODUCTION 3

RE-ELECTION OF RETIRING DIRECTORS 4

RE-APPOINTMENT OF AUDITOR 5

SHARE BUY-BACK MANDATE 5

SHARE ISSUE MANDATE 6

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION 6

AGM 7

ACTIONS TO BE TAKEN 7

VOTING BY WAY OF POLL 7

RESPONSIBILITY STATEMENT 8

RECOMMENDATIONS 8

APPENDIX I **EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE** 9

APPENDIX II **BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED** 14

APPENDIX III **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION** 21

NOTICE OF ANNUAL GENERAL MEETING 30

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 2026 at 10:00 a.m. or any adjournment thereof
"AGM Notice"	the notice for convening the AGM as set out on pages 30 to 34 of this circular
"Articles"	the articles of association of the Company
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Company"	CMGE Technology Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
"Core Connected Person(s)"	has the meaning ascribed to it/them under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company, its subsidiaries and the consolidated operating entities in the PRC
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	22 April 2026, 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 Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Nomination Committee"	the nomination committee of the Company
"Post-IPO Share Option Scheme"	the post-IPO share option scheme of the Company approved and adopted by the Shareholders on 20 September 2019

"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of nominal value of US$0.0001 each in the share capital of the Company
"Share Buy-back Mandate"	a general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to purchase Shares, details of which are set out in the ordinary resolution no. 4 of the AGM Notice
"Share Issue Mandate"	a general mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with any Shares (including any sale or transfer of Treasury Shares, if any) which would or might require the exercise of such power, details of which are set out in ordinary resolution no. 5 of the AGM Notice
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriptions"	the subscriptions of an aggregate of 122,950,818 new Shares to be alloted and issued by the Company to certain subscribers under the subscription agreements disclosed in the announcement of the Company dated 20 April 2026
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
"Treasury Shares"	Shares repurchased and held by the Company in treasury, as authorised by the laws of the Cayman Islands and the Articles, including Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
"US$"	United States dollars, the lawful currency of the United States of America

CMGE Technology Group Limited
中手游科技集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0302)

Executive Directors:
Mr. XIAO Jian *(Chairman)*
Mr. SIN Hendrick M.H., J.P.
Mr. FAN Yingjie

Non-Executive Directors:
Mr. ZHANG Shengyan
Mr. JIANG Yukai
Mr. LIU Shanshan

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

24 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED RE-ELECTION OF RETIRING DIRECTORS
PROPOSED RE-APPOINTMENT OF AUDITOR
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

I. INTRODUCTION

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

1. the proposed re-election of the retiring Directors;

2. the proposed re-appointment of auditor;

3. the grant of the Share Buy-back Mandate;

4. the grant of the Share Issue Mandate (including the extended Share Issue Mandate); and

5. the proposed amendments to the Memorandum and Articles of Association and adoption of fourth amended and restated Memorandum and Articles of Association.

II. RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the announcement of the Company dated 10 October 2025 in relation to the appointment of Mr. LIU Shanshan as a non-executive Director.

The Board currently consists of nine Directors, namely Mr. XIAO Jian, Mr. SIN Hendrick M.H., J.P., Mr. FAN Yingjie, Mr. ZHANG Shengyan, Mr. JIANG Yukai, Mr. LIU Shanshan, 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.

According to article 16.2 of the Articles, any Director appointed as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Mr. LIU Shanshan was appointed on 10 October 2025, and his appointment will end on the date of the AGM, subject to re-election. Accordingly, Mr. LIU Shanshan shall retire from office as a non-executive Director at the AGM and he, being eligible, offers himself for re-election.

The Nomination Committee had reviewed the composition of the Board and recommended Mr. LIU Shanshan, Ms. NG Yi Kum, Mr. TANG Liang and Mr. HO Orlando Yaukai to the Board for recommendation to the Shareholders for re-election at the AGM. The recommendations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, educational background, professional experience, past performance, skills and knowledge), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company. The Nomination Committee had taken into account the respective contributions of Mr. LIU Shanshan, Ms. NG Yi Kum, Mr. TANG Liang and Mr. HO Orlando Yaukai to the Board and their commitment to their roles. The Nomination Committee had also assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and the Nomination Committee had been satisfied with the independence of the retiring independent non-executive Directors.

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

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

III. RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 December 2025 were audited by BDO Limited whose term of office will expire upon the conclusion of the AGM.

The Board proposed to re-appoint BDO Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed at the AGM to authorise the Board to fix the auditor's remuneration for the year ending 31 December 2026. BDO Limited have indicated their willingness to be re-appointed as auditor of the Company for the said period.

The estimated audit fee of BDO Limited for the year ending 31 December 2026 is approximately HK$5,150,000. Such estimated audit fee is commensurate with the extent of audit work required after considering various factors, such as the Group's business scale and industry, complexity of accounting treatment, and the audit personnel required for auditing the Company's annual report. The estimated audit fee is also consistent with the historical fee charged by BDO Limited for the year ended 31 December 2025, on the assumption that the expected audit scope, audit timetable and auditor's resources required will be materially similar. The audit committee of the Company had reviewed the independence and objectivity of BDO Limited, and recommended to the Board the re-appointment of BDO Limited. Having considered such recommendation, the Board recommended BDO Limited to be re-appointed at the AGM.

IV. SHARE BUY-BACK MANDATE

An ordinary resolution will be proposed that the Directors be given an unconditional general mandate to purchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of approval of the Share Buy-back Mandate. Details of the Share Buy-back Mandate are set out in ordinary resolution no. 4 of the AGM Notice.

As at the Latest Practicable Date, the Company had an aggregate of 2,995,413,777 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Share Buy-back Mandate and assuming that the Subscriptions would be completed and 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 311,836,459 Shares.

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

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

V. SHARE ISSUE MANDATE

An ordinary resolution will be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares, if any) which would or might require the exercise of such power of not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of approval of the Share Issue Mandate. Details of the Share Issue Mandate are set out in ordinary resolution no. 5 of the AGM Notice.

Subject to the passing of the ordinary resolution for the approval of the Share Issue Mandate and assuming that the Subscriptions would be completed and 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 623,672,919 Shares (including any sale or transfer of Treasury Shares, if any) under the Share Issue Mandate.

In addition, a separate ordinary resolution no. 6 will also be proposed to approve the extension of the Share Issue Mandate by adding the number of purchased Shares under the Share Buy-back Mandate to the total number of Shares which may be allotted and issued by the Directors pursuant to the Share Issue Mandate.

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

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

Reference is made to the announcement of the Company dated 23 April 2026 in relation to the proposed amendments to the Articles.

The Board proposes to make certain amendments to the Articles for the purposes of (i) bringing the Articles in line with the amendments made to the Listing Rules in relation to the further expansion of the paperless listing regimes, including enabling shareholders to attend general meetings virtually with the use of technology and vote at general meetings by electronic means, and to submit meeting instructions electronically, and the Company's electronic payment of corporate action proceeds (including dividends); and (ii) making other housekeeping and consequential amendments. The Board also proposed to adopt the amended and restated Articles in substitution for, and to the exclusion of the existing Articles.

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

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

The amended and restated Memorandum and Articles of Association are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the amended and restated Memorandum and Articles of Association is for reference only. If there is any discrepancy, the English version shall prevail.

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 2026 at 10:00 a.m. is set out on pages 30 to 34 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, (i) the proposed re-election of the retiring Directors; (ii) the proposed re-appointment of auditor; (iii) the proposed grant of the Share Buy-back Mandate; and (iv) the proposed grant of the Share Issue Mandate (including the extended Share Issue Mandate) and a special resolution will be proposed to approve the proposed amendments to the Memorandum and Articles of Association and to adopt the fourth amended and restated Memorandum and Articles of Association incorporating the proposed amendments.

VIII. ACTIONS TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular and 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 2026) 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 Rules 13.39(5) and 13.39(5A) of the Listing Rules.

For the avoidance of doubt, holders of any Treasury Shares shall abstain from voting at general meetings in respect of any Treasury Shares held by them.

X. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

XI. RECOMMENDATIONS

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

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

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against ordinary resolution no. 4 in respect of the approval of the Share Buy-back Mandate.

LISTING RULES

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

THE SHARE BUY-BACK MANDATE

It is proposed that not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) 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 2,995,413,777 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Share Buy-back Mandate and assuming that the Subscriptions would be completed and 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 311,836,459 Shares up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law(s) to be held; or (iii) the revocation or variation of the Share Buy-back Mandate by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

REASONS FOR SHARE BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to purchase its Shares in the market. Such share buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such share buy-backs will benefit the Company and the Shareholders as a whole.

FUNDING OF SHARE BUY-BACKS

Buy-back of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands. The Directors may not purchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make share buy-backs with profits of the Company or out of a new issuance of

Shares made for the purpose of the share buy-back or, if authorised by the Articles and subject to the applicable laws of the Cayman Islands, out of capital and, in the case of any premium payable on the share buy-back, out of profits of the Company or from sums standing to the credit of the share premium account of the Company.

The Directors 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 2025, 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 by the Shareholders, to sell any Share to the Company, its subsidiaries or the consolidated operating entities in the PRC.

No Core Connected Person 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 approved by the Shareholders.

DIRECTORS' UNDERTAKING

The Directors 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). Neither this Appendix nor the Share Buy-back Mandate has any unusual features.

Subject to the applicable requirements under the Listing Rules and laws and regulations of the Cayman Islands, the Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include, upon approval by the Board, that (i) the Company would not (or would procure its broker not to) give

any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

MARKET PRICES

The monthly highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the 12 months preceding and up to the Latest Practicable Date were:

	Highest price	**Lowest price**
	HK$	*HK$*
April 2025	0.460	0.300
May 2025	0.510	0.320
June 2025	0.550	0.415
July 2025	0.600	0.460
August 2025	0.660	0.465
September 2025	0.510	0.450
October 2025	0.510	0.385
November 2025	0.405	0.335
December 2025	0.390	0.335
January 2026	0.440	0.365
February 2026	0.385	0.340
March 2026	0.340	0.230
April 2026 (up to the Latest Practicable Date)	0.305	0.213

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows:

Name of Shareholders	Number of Shares interested in	Current percentage interest in the issued share capital of the Company	Percentage of interest in the issued share capital of the Company in the event of the Share Buy-back Mandate is exercised in full
Mr. XIAO Jian	783,556,067	26.16%	29.07%
Trident Trust Company (B.V.I.) Limited	763,908,067	25.50%	28.33%
ZSY Holding Company Limited	763,908,067	25.50%	28.33%
Zhongshouyou Brothers Limited	763,908,067	25.50%	28.33%
Mr. SIN Hendrick M.H., J.P.	822,137,663	27.45%	30.50%
Silver Joyce International Limited	817,059,663	27.27%	30.30%
Fairview Ridge Investment Limited	693,309,425	23.14%	25.71%
Motion Game Company Limited	693,309,425	23.14%	25.71%
Profound Power Investment Limited	693,309,425	23.14%	25.71%
Changpei Investment Centre, L.P.	693,309,425	23.14%	25.71%
Ambitious Profit Investment Limited	693,309,425	23.14%	25.71%
Zhongrong International Trust Co., Ltd.	369,461,107	12.33%	13.70%
Beijing Zhongrong Dingxin Investment Management Co., Ltd.	369,461,107	12.33%	13.70%
Dazi Dingcheng Capital Investment Co., Ltd.	369,461,107	12.33%	13.70%
Shanghai Pegasus Investment Centre (Limited Partnership)	293,327,517	9.79%	10.88%
Shanghai Pegasus Technology Development Limited	293,327,517	9.79%	10.88%
Pegasus Technology Limited	293,327,517	9.79%	10.88%
Pegasus Network HK Limited	293,327,517	9.79%	10.88%
Farrich Investments Limited	295,032,214	9.84%	10.94%
Mr. CHU Yat Hong	295,032,214	9.84%	10.94%
Clear Build Investments Limited	295,032,214	9.84%	10.94%
Thebest Investments Limited	295,032,214	9.84%	10.94%

Note: As the table above is made based on the number of Shares interested in by the Shareholders and the total number of issued Shares as at the Latest Practicable Date, it is assumed that for the purpose of this section, the maximum number of Shares to be repurchased upon the full exercise of the Share Buy-back Mandate is 299,541,377 and no effect in relation to the Subscriptions has been taken into account.

In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the interests of the substantial Shareholders in the Company will be increased to approximately the percentages as set out in the table above. The Directors believe that such increases may give rise to an obligation on Mr. XIAO Jian, Mr. SIN Hendrick M.H., J.P. and parties acting in concert with them to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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

EXTENSION OF SHARE ISSUE MANDATE

A resolution as set out in ordinary resolution no. 6 of the AGM Notice will also be proposed at the AGM authorising the Directors to increase the maximum number of new Shares which may be issued under the Share Issue Mandate (including any sale or transfer of Treasury Shares, if any) 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. Mr. LIU Shanshan

Mr. LIU Shanshan (劉杉杉), aged 45, is a non-executive Director. He currently holds the position of deputy general manager of the South China business headquarters of Zhongrong International Trust Co., Ltd. where he joined in 2013. He is responsible for bank credit, real estate financing and capital market projects.

Mr. Liu previously served as a finance manager at Mixcare Health Limited in the United Kingdom. From 2007 to 2013, he served as a senior auditor at the Beijing office of PricewaterhouseCoopers, accumulating extensive experience in finance and auditing.

Mr. Liu obtained a bachelor's degree in Accounting from the University of Bedfordshire (formerly known as the University of Luton) in the United Kingdom in 2005 and completed the postgraduate program in Corporate Finance and Investment Management of the University of Hong Kong in 2015. He is a member of the Institute of Accountants and Bookkeepers (formerly known as the International Association of Bookkeepers) and holds the Association of Chartered Certified Accountants Professional Part 2 Certificate as well as the Fund Practitioner Qualification.

Save as disclosed above, Mr. LIU has confirmed that, as at the Latest Practicable Date, (i) he did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) he did not hold any other position in the Company or any members of the Group; and (iii) he did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

The Board is of the view that Mr. LIU is beneficial to the Board with his abundant investment experience in the equity capital markets that contributes to invaluable expertise, continuity and stability to the Board. The Board believes that he will be a valuable addition to the Board.

Mr. LIU entered into an appointment letter with the Company on 10 October 2025 for an initial term of three years with effect from 10 October 2025 or until the third annual general meeting of the Company since 10 October 2025 (whichever is earlier), subject to re-election as and when required under the Articles. Pursuant to the appointment letter, he is entitled to a monthly director's fee of HK$15,000 which has been 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. LIU did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. LIU 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)(h) to (v) of the Listing Rules in relation to his re-election as a Director.

2. Ms. NG Yi Kum

Ms. NG Yi Kum (伍綺琴), aged 68, 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 ("**Tse Sui Luen Jewellery**"), a company listed on the Stock Exchange (stock code: 0417) from December 2015 to 27 May 2024 and has acted as a consultant of Tse Sui Luen Jewellery until 30 June 2024, (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 KWG Living Group Holdings Limited (stock code: 3913) since October 2020.

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 confirmed that, as at the Latest Practicable Date, (i) she did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) she did not hold any other position in the Company or any members of the Group; and (iii) she did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

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. 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. Pursuant to the appointment letter, she is entitled to an annual director's fee of HK$240,000 which has been 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, 200,000 share options were granted to Ms. NG under the Company's Post-IPO Share Option Scheme, whereby none of such options have been exercised. Save as disclosed above, 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)(h) to (v) of the Listing Rules in relation to her re-election as a Director.

3. Mr. TANG Liang

Mr. TANG Liang (唐亮), aged 48, is an independent non-executive Director. Mr. Tang has been serving as (i) an executive director and Chairman of Smart Digital Technology Group Limited listed on the Stock Exchange (stock code: 1159, formerly known as Starlight Culture Entertainment Group Limited) from September 2020 to October 2024; (ii) the director of We Doctor Holdings Limited since December 2020, currently serves as a non-executive director and the chairman; (iii) the chairman and general manager of China Investment Financial Holdings Fund Management Company Limited (中投中财基金管理有限公司) since April 2015; (iv) the director of New Journey Health Group Ltd (新里程健康集團有限公司) (formerly known as New Journey Hospital Group Ltd. (新里程醫院集團有限公司)) since June 2019; (v) a director and the chairman of CAS Health Industry (Beijing) Co., Ltd. (中科健康產業(北京)有限公司) since December 2016 and January 2024 respectively; (vi) the chairman of China HE HeYue Private Equity Fund Management Co., Ltd. (合肥中合合悦私募基金管理有限公司) (formerly known as Hefei CIFH Private Equity Fund Management Co., Ltd. (合肥中投中财私募基金管理有限公司)) since December 2016; and (vii) an outside director of Actoz Scott Co., Ltd, a company listed on the Korea Exchange (stock code: 052790.KQ) in March 2021, with the term until March 2027. Mr. Tang served as an independent director of Tencent Music Entertainment Group, a company listed on the New York Stock Exchange (stock symbol: TME) from April 2014 to September 2022.

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.

Save as disclosed above, Mr. TANG has confirmed that, as at the Latest Practicable Date, (i) he did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) he did not hold any other position in the Company or any members of the Group; and (iii) he did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

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. 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. Pursuant to the appointment letter, he is entitled to an annual director's fee of HK$180,000 which has been 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$180,000 for the year ended 31 December 2025.

As at the Latest Practicable Date, 200,000 share options were granted to Mr. TANG under the Company's Post-IPO Share Option Scheme, whereby none of such options have been exercised. Save as disclosed above, 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)(h) to (v) of the Listing Rules in relation to his re-election as a Director.

4. Mr. HO Orlando Yaukai

Mr. HO Orlando Yaukai (何猷啟), aged 34, 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, the chairman of New Blue Ocean Advertisement (Macau) Ltd since January 2018, a chief executive officer of OSMAN Entertainment Ltd since May 2018, a vice chairman and the chairman of Tung Wah Group of Hospitals (東華三院) respectively since 2020 and April 2025 and a director of the same institution 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) from March 2016 to July 2023. 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) from February 2018 to January 2023, and (ii) a member of the 11th 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) from May 2016 to May 2024 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 Ltd. (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 Limited (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 Ltd. (香港廣西社團總會) from November 2013 to November 2024, (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 confirmed that, as at the Latest Practicable Date, (i) he did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) he did not hold any other position in the Company or any members of the Group; and (iii) he did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

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. 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. Pursuant to the appointment letter, he is entitled to an annual director's fee of HK$180,000 which has been 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, 200,000 share options were granted to Mr. HO under the Company's Post-IPO Share Option Scheme, whereby none of such options have been exercised. Save as disclosed above, 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)(h) to (v) of the Listing Rules in relation to his re-election as a Director.

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

No.	Proposed Amendments	Remarks
2.2	"**Communication Facilities**" shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other and all Members' rights to speak and vote at the meeting are maintained. "**ordinary resolution**" shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article ~~13.10~~13.11. "**Person**" shall mean any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires. "**Present**" means, in respect of any Person, such Person's presence at a general meeting of Members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any Member, a proxy which has been validly appointed by such Member in accordance with the Articles), being: (a) physically present at the meeting; or (b) in the case of any meeting at which Communication Facilities are permitted in accordance with the Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.	

No.	Proposed Amendments	Remarks
	"**special resolution**" shall have the same meaning as ascribed thereto in the Companies Act and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a special resolution passed pursuant to Article ~~13.10~~13.11. "**Virtual Meeting**" shall mean any general meeting of Members at which the Members and any other permitted participants of such meeting (including, without limitation, the chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.	
12.1	The Company shall hold a general meeting as its annual general meeting in each financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place (which, in the case of a Virtual Meeting, includes a virtual place) as the Board shall appoint.	
12.4	The Directors may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that Members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.	

No.	Proposed Amendments	Remarks
~~12.4~~12.5	An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place~~,~~ (which, in the case of a Virtual Meeting, includes a virtual place), and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.	
~~12.5~~12.6	Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article ~~12.4~~12.5, it shall be deemed to have been duly called if it is so agreed: (a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat or their proxies; and (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.	
~~12.6~~12.7	There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.	
12.8	The notice of any general meeting (including an adjourned meeting) at which Communication Facilities will be utilised (including any Virtual Meeting) shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any Member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.	

No.	Proposed Amendments	Remarks
~~12.7~~12.9	The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.	
~~12.8~~12.10	In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.	
13.1	For all purposes the quorum for a general meeting shall be two members ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present provided always that if the Company has only one member of record the quorum shall be that one member ~~present in person or by proxy~~Present. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be ~~present~~Present at the commencement of the business.	
13.2	If within 15 minutes from the time appointed for the meeting a quorum is not ~~present~~Present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Board, and if at such adjourned meeting a quorum is not ~~present~~Present within 15 minutes from the time appointed for holding the meeting, the member or members ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present shall be a quorum and may transact the business for which the meeting was called.	
13.3	The chairman of the board of Directors shall take the chair at every general meeting, or, if there be no such chairman or, if at any general meeting such chairman shall not be ~~present~~Present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors ~~present~~Present shall choose another Director as Chairman, and if no Director be present, or if all the Directors ~~present~~Present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members ~~present (whether in person or represented by proxy or duly authorised representative)~~Present shall choose one of their own number to be Chairman.	

No.	Proposed Amendments	Remarks
13.4	The Chairman shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the Chairperson, in which event: (a) the Chairman shall be deemed Present at the meeting; (b) if the Communication Facilities are interrupted or fail for any reason to enable the Chairman to hear and be heard by all other Persons attending and participating at the meeting then the Directors Present at the meeting shall choose another Director Present to act as Chairperson of the meeting for the remainder of the meeting; provided that if (i) no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, the meeting shall be automatically adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Directors.	
~~13.4~~13.5	The Chairman may, with the consent of any general meeting at which a quorum is ~~present~~Present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place (whether physical or virtual) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place (which, in the case of a Virtual Meeting, includes a virtual place), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.	
~~13.5~~13.6	At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.	

No.	Proposed Amendments	Remarks
~~13.6~~13.7	A poll shall (subject as provided in Article ~~13.7~~13.8) be taken in such manner (including the use of ballot or voting papers or tickets or by electronic voting) and at such time and place (which, in the case of a Virtual Meeting, includes a virtual place), not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.	
~~13.7~~13.8	Any poll on the election of a Chairman of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.	
~~13.8~~13.9	Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.	
~~13.9~~13.10	In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.	
~~13.10~~13.11	A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.	

No.	Proposed Amendments	Remarks
14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting (a) every member ~~present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy~~Present shall have the right to speak, (b) on a show of hands, every member present in such manner shall have one vote, and (c) on a poll every member present in such manner shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.	
14.9	The instrument appointing a proxy shall be ~~in writing under the hand of~~signed (including by way of Electronic Signature) by the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or ~~under the hand of~~signed (including by way of Electronic Signature) by an officer, attorney or other person duly authorised to sign the same.	

No.	Proposed Amendments	Remarks
14.10	The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place or in such other manner (including by electronic means) as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.	

No.	Proposed Amendments	Remarks
24.23	Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by wire transfer to the holder on such terms and conditions as the Board may determine, or by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk. The Company shall not be responsible for any loss in transmission, and the payment by any such wire transfer or of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.	
24.24	The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending wire transfers or cheques for dividend entitlements or dividend warrants after the first occasion on which such a wire transfer, cheque or warrant is returned undelivered.	

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 2026 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 RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company, its subsidiaries and the consolidated operating entities in the PRC, and the reports of the directors and auditor for the year ended 31 December 2025.

2. (a) To re-elect, each as a separate resolution, the following persons as directors of the Company (together with all other directors of the Company, the "**Directors**"):

   (i) Mr. LIU Shanshan as a non-executive Director;

   (ii) Ms. NG Yi Kum as an independent non-executive Director;

   (iii) Mr. TANG Liang as an independent non-executive Director; and

   (iv) 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.

3. To re-appoint BDO Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

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

"**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase issued ordinary shares of nominal value of US$0.0001 each in the share capital of the Company (the "**Shares**") be and is hereby generally and unconditionally approved;

(b) the total number of Shares which may be purchased on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") 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 pursuant to the approval in paragraph (a) above shall not exceed or represent more than 10 per cent of the total number of Shares (excluding treasury shares, if any) 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 (the "**Shareholders**") in a general meeting."

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

"**THAT** a general mandate be and is hereby unconditionally given to the Directors to exercise full powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares, if any) 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 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 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 (excluding treasury shares, if any) 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) 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 (excluding treasury shares, if any) as at the date of the passing of ordinary resolution no. 6).

Such mandate shall expire at the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law(s) to be held; or

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders in a general meeting."

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

"**THAT** subject to ordinary resolutions nos. 4 and 5 being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares, if any) pursuant to ordinary resolution no. 5 be and is hereby extended by adding the number of Shares purchased by the Company under the authority granted pursuant to ordinary resolution no. 4, provided that such extended amount shall not exceed 10 per cent of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of this resolution."

SPECIAL RESOLUTION

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

"**THAT** the proposed amendments to the Articles as set out in the circular of the Company dated 23 April 2026 (the "**Proposed Amendments**") be and hereby approved and adopted, **THAT** the fourth amended and restated Memorandum and Articles of Association of the Company (the "**New Memorandum and Articles of Association**"), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company with immediate effect, and **THAT** any Director or the Company Secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the New Memorandum and Articles of Association."

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

Hong Kong, 24 April 2026

As at the date of this notice, the Board comprises Mr. XIAO Jian, Mr. SIN Hendrick M.H., J.P. and Mr. FAN Yingjie as executive Directors, Mr. ZHANG Shengyan, Mr. JIANG Yukai and Mr. LIU Shanshan 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 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. 4 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares of the Company in circumstances which they deem appropriate for the benefit of the Shareholders. The explanatory statement containing the information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own Shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the circular of the Company dated 24 April 2026.

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 2026 to Friday, 29 May 2026 (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 Friday, 22 May 2026.

8. In the event that the "Red" weather disaster warning signal is in effect at or after 7:00 a.m. on the day of the Meeting, the Meeting will be automatically postponed. The Company will publish an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.cmge.com) to notify the Shareholders of the date, time and/or place of the postponed meeting.