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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this supplemental 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 supplemental circular and the accompanying second proxy form to the purchaser or the transferee or to the bank, stockbroker 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)**

**SUPPLEMENTAL CIRCULAR IN RELATION TO  
THE RE-ELECTION OF NON-EXECUTIVE DIRECTOR  
AT THE ANNUAL GENERAL MEETING  
UPDATE ON THE PROPOSED  
DECLARATION OF A FINAL DIVIDEND  
UPDATE ON THE PROPOSED GRANT OF  
GENERAL MANDATES TO ISSUE AND PURCHASE SHARES  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the first circular of the Company dated 23 April 2021 and the notice convening an annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 25 May 2021 at 10th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC. A supplemental notice of the AGM is set out on page 7 of this supplemental circular. A second proxy form (the “**Second Proxy Form**”) is also enclosed with this supplemental circular and is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cmge.com](http://www.cmge.com)).

Whether or not you are able to attend the AGM, you are requested to complete the Second 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 Sunday, 23 May 2021) or any adjourned meeting thereof. Completion and return of the Second Proxy Form will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting, should you so wish.

10 May 2021

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## CONTENTS

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|  | <i>Page</i> |
|--|-------------|
| <b>LETTER FROM THE BOARD</b>   |             |
| INTRODUCTION .....   | 1           |
| RE-ELECTION OF NON-EXECUTIVE DIRECTOR .....                                  | 2           |
| UPDATE ON THE PROPOSED DECLARATION OF A FINAL DIVIDEND.....                  | 3           |
| UPDATE ON THE PROPOSED SHARE BUY-BACK MANDATE .....                          | 4           |
| UPDATE ON THE PROPOSED SHARE ISSUE MANDATE .....                             | 4           |
| SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND<br>PROXY FORM ..... | 5           |
| VOTING BY WAY OF POLL .....  | 6           |
| RESPONSIBILITY STATEMENT .....   | 6           |
| RECOMMENDATIONS.....   | 6           |
| <b>SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING .....</b>                   | <b>7</b>    |



**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  
Mr. FAN Yingjie

*Non-executive Director:*

Mr. ZHANG Shengyan

*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

10 May 2021

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR IN RELATION TO  
THE RE-ELECTION OF NON-EXECUTIVE DIRECTOR  
AT THE ANNUAL GENERAL MEETING**

**UPDATE ON THE PROPOSED  
DECLARATION OF A FINAL DIVIDEND**

**UPDATE ON THE PROPOSED GRANT OF  
GENERAL MANDATES TO ISSUE AND PURCHASE SHARES**

**AND**

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the first circular of the Company dated 23 April 2021 (the “**First Circular**”) which contains, inter alia, the notice of the AGM (the “**Original Notice**”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the First Circular.

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## LETTER FROM THE BOARD

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The purpose of this supplemental circular is to provide you with further information relating to (i) the resolution to approve the re-election of an additional Director who was appointed after the issue of the First Circular and will retire at the AGM subject to re-election pursuant to the Articles; (ii) an update on the resolution in the First Circular with respect to the approval of the declaration of a final dividend; and (iii) an update on the resolution in the First Circular with respect to the Share Buy-back Mandate and the Share Issue Mandate. This supplemental circular also enclosed a supplemental notice of the AGM and the Second Proxy Form.

### RE-ELECTION OF NON-EXECUTIVE DIRECTOR

Reference is made to (i) the announcement of the Company dated 29 April 2021 in relation to the subscription of new Shares (the “**Subscription**”) under general mandate by Bilibili Inc. (“**Bilibili**”) and other subscribers (the “**Subscription Announcement**”); and (ii) the announcement of the Company dated 10 May 2021 in relation to completion of the Subscription and the appointment of Mr. ZHANG Shengyan (“**Mr. Zhang**”) as a non-executive Director (the “**Completion Announcement**”).

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

The biographical details of Mr. Zhang are set out below:

Mr. Zhang, aged 31, is the Vice President of Bilibili, in charge of the Copyright Cooperation Centre and Investments and Acquisitions Department. He is also the Vice-Chairman of the Beijing Documentary Development Association.

Mr. Zhang has been responsible for Bilibili’s investments and acquisitions businesses, purchases of Chinese and foreign copyrighted contents, and IP commercialization operations. Being engaged in the development of the Chinese originality brand name of “Made by Bilibili”, Mr. Zhang has also participated in the investment, production and distribution of a number of premium contents. He has played a leading role in the setting of Bilibili’s original ecology in the areas of Chinese original animated cartoons and documentaries, and has successfully produced and run a number of highly popular and reputable projects including “The Story of Chuaner” and “Incarnation”.

Mr. Zhang holds a bachelor’s degree in Economics from Shanghai University of Finance and Economics in 2011 and a master’s degree of Science in Economic, Finance and Management from University of Bristol in 2012. He is an intermediate economist, holding a practicing license in securities issued by the Securities Association of China and a professional qualification of Chartered Financial Analyst (CFA) from CFA Institute.

Mr. Zhang entered into an appointment letter with the Company on 10 May 2021 for an initial term of three years with effect from 10 May 2021 or until the third annual general meeting of the Company since 10 May 2021 (whichever is earlier), subject always to re-election as and when

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## LETTER FROM THE BOARD

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required under the Articles. Pursuant to the appointment letter, he is entitled to a monthly director's fee of HK\$15,000 which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, to the best knowledge of the Board, Mr. Zhang (i) has no other relationship with any Director, senior management or substantial or controlling shareholder of the Company; (ii) does not currently hold any other position with the Company or any of its subsidiaries; (iii) has not held any directorship in other Hong Kong or overseas listed public companies in the last three years; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) there is no other matter relating to the appointment of Mr. Zhang that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

### UPDATE ON THE PROPOSED DECLARATION OF A FINAL DIVIDEND

Reference is made to (i) the annual results announcement of the Company dated 24 March 2021 (the “**2020 Annual Results Announcement**”); (ii) the annual report of the Company published on 20 April 2021 (the “**2020 Annual Report**”); (iii) the First Circular; (iv) the Original Notice; (v) the Subscription Announcement; and (vi) the Completion Announcement.

As stated in the 2020 Annual Results Announcement and the 2020 Annual Report, the Board recommended the payment of a final dividend of HK\$0.0928 (equivalent to RMB0.0825 based on the average exchange rate of 2020) per Share for the year ended 31 December 2020 out of the Company's share premium account, which is subject to the approval of Shareholders at the AGM. The final dividend, if approved by the Shareholders at the AGM, will be paid on or before Wednesday, 30 June 2021 to Shareholders whose name appear on the register of members of the Company as at the close of business on Friday, 11 June 2021.

As stated in the Completion Announcement, the Company issued and allotted a total of 257,900,000 new Shares to Bilibili, Wide Fortune Enterprises Limited and Century Network (Hongkong) Limited (collectively, the “**Subscribers**”) on 10 May 2021, resulting in an enlarged issued share capital of 2,768,050,000 Shares. As a result of the increased number of issued Shares, the aggregated amount of dividends proposed to be distributed by the Company for the year ended 31 December 2020 is expected to be approximately HK\$256.9 million, based on 2,768,050,000 Shares, being the total number of issued Shares as at the date of this circular. For the avoidance of doubt, the amount of final dividend of HK\$0.0928 (equivalent to RMB0.0825 based on the average exchange rate of 2020) per Share as disclosed in the First Circular will remain unchanged.

For the purpose of determining entitlement to a final dividend, the register of members of the Company will be closed from Monday, 7 June 2021 to Friday, 11 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to the payment of a final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712—1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 4 June 2021.

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## LETTER FROM THE BOARD

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### UPDATE ON THE PROPOSED SHARE BUY-BACK MANDATE

Reference is made to (i) the First Circular; (ii) the Original Notice; (iii) the Subscription Announcement; and (iv) the Completion Announcement.

As stated in the First Circular and as set out in ordinary resolution no. 5 of the Original Notice, an ordinary resolution will be proposed at the AGM to give the Directors an unconditional general mandate to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of approval of the Share Buy-back Mandate.

The total number of Shares of the Company was increased to 2,768,050,000 Shares after the issue of the First Circular as a result of the Subscription. Accordingly, subject to the passing of the ordinary resolution for the approval of the Share Buy-back Mandate and on the basis that no further Shares are issued or purchased between 10 May 2021, being the latest practicable date for this supplemental circular (“**Supplemental Circular 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 276,805,000 Shares (representing 10% of the enlarged total number of issued Shares of 2,768,050,000 Shares, following the completion of the Subscription).

For further details regarding the Share Buy-back Mandate, please refer to the First Circular and the Original Notice.

### UPDATE ON THE PROPOSED SHARE ISSUE MANDATE

Reference is made to (i) the First Circular; (ii) the Original Notice; (iii) the Subscription Announcement; and (iv) the Completion Announcement.

As stated in the First Circular and as set out in ordinary resolution no. 6 of the Original Notice, an ordinary resolution will be proposed at the AGM to give the Directors an unconditional general mandate to allot, issue and deal with additional Shares which would or might require the exercise of such power of not exceeding 20% of the total number of issued shares of the Company as at the date of approval of the Share Issue Mandate.

The total number of Shares of the Company was increased to 2,768,050,000 Shares after the issue of the First Circular as a result of the Subscription. Accordingly, subject to the passing of the ordinary resolution for the approval of the Share Issue Mandate and on the basis that no further Shares are issued or purchased between the Supplemental Circular Latest Practicable Date and the date of the AGM, the Company would be allowed to allot, issue and deal with a maximum of 553,610,000 Shares under the Share Issue Mandate (representing 20% of the enlarged total number of issued Shares of 2,768,050,000 Shares, following the completion of the Subscription).

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.

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## LETTER FROM THE BOARD

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For further details regarding the Share Issue Mandate, please refer to the First Circular and the Original Notice.

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Original Notice and the form of proxy (the “**First Proxy Form**”) sent together with the First Circular do not contain the proposed resolution in relation to the re-election of Mr. Zhang as a non-executive Director as set out in this supplemental circular, a supplemental notice of the AGM, as set out on page 7 of this supplemental circular and the Second Proxy Form are enclosed with this supplemental circular to include such proposed resolution.

Whether or not you are able to attend the AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return to same to the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited (the “**Share Registrar**”) 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 Sunday, 23 May 2021) or any adjourned meeting thereof (the “**Closing Time**”). Completion and return of the Second Proxy Form will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting, should you so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Zhang as a non-executive Director as set out in the supplemental notice of the AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
- (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.

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## LETTER FROM THE BOARD

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- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on the proposed resolutions. Accordingly, the Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If the Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

### RECOMMENDATIONS

In addition to the recommendations contained in the First Circular, the Directors believe that the proposed re-election of Mr. Zhang as a non-executive Director as set out in this supplemental circular is in the best interests of the Company and the Shareholders as a whole and recommend you to vote in favour of all resolutions to be proposed at the AGM.

**Shareholders are advised to read this supplemental circular together with the First Circular for information relating to the voting arrangement.**

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



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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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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)**

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Original Notice**”) of CMGE Technology Group Limited (the “**Company**”) dated 23 April 2021, by which the Company will convene an annual general meeting to be held at 10:00 a.m. on Tuesday, 25 May 2021 at 10th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC, (the “**AGM**”) and this supplemental notice shall be read together with the Original Notice.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the AGM will be held to consider and, if thought fit, pass the following resolution:

### ORDINARY RESOLUTION

10. To re-elect Mr. ZHANG Shengyan as a non-executive director of the Company.

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

Hong Kong, 10 May 2021

*Notes:*

- (1) A second proxy form (the “**Second Proxy Form**”) containing the ordinary resolution numbered 10 is enclosed with the supplemental circular of the Company dated 10 May 2021 (the “**Supplemental Circular**”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 5 to 6 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
- (2) Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.