



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)

Second Proxy Form for the Annual General Meeting
to be held on Tuesday, 25 May 2021

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s)^(Note 2) of
US\$0.0001 each in the share capital of **CMGE Technology Group Limited** (the “**Company**”), **HEREBY APPOINT THE**
CHAIRMAN OF THE ANNUAL GENERAL MEETING or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (or any adjournment thereof) 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 Tuesday, 25 May 2021 at 10:00 a.m. (the “**Meeting**”) for the purposes of considering and, if thought fit, passing the following resolutions as set out in the Notice of Annual General Meeting dated 23 April 2021 (the “**Original Notice**”) and the Supplemental Notice of the Annual General Meeting dated 10 May 2021 (the “**Supplemental Notice**”) and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4) or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ^(Note 5)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the directors and auditors for the year ended 31 December 2020.		
2.	To declare 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, which will be paid out of the share premium account of the Company.		
3(a)	(i) To re-elect Mr. XIAO Jian as an executive Director.		
	(ii) To re-elect Mr. SIN Hendrick as an executive Director.		
	(iii) To re-elect Mr. FAN Yingjie as an executive Director.		
3(b)	To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors.		
4.	To re-appoint Ernst & Young as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the total number of issued shares of the Company.		
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company.		
7.	To approve the grant of share options to Mr. XIAO Jian.		
8.	To approve the grant of share options to Mr. SIN Hendrick.		
9.	To extend the authority given to the Directors pursuant to ordinary resolution no. 6 to allot, issue and deal with additional shares of the Company by adding the total number of shares bought back by the Company under ordinary resolution no. 5.		
10.	To re-elect Mr. ZHANG Shengyan as a non-executive Director.		

Date _____

Signed ^(Note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
3. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. If any proxy other than the chairman of the Meeting is preferred, strike out the words **"THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or"** and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" UNDER THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" UNDER THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED "AGAINST".** Failure to tick any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution put to the Meeting.
5. The description of the resolutions is by way of summary only. The full text appears in the Original Notice and the Supplemental Notice.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised.
7. In order to be valid, this 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 lodged at the Company's Hong Kong branch registrar and transfer office (the **"Share Registrar"**), 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 Meeting or any adjournment thereof (the **"Closing Time"**).
8. 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).
9. On a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his name. A shareholder of the Company entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
10. If you have not yet lodged the form of proxy enclosed in the Original Notice (the **"First Proxy Form"**) with the Share Registrar, you are requested to lodge this proxy form if you wish to appoint proxy(ies) to attend the Meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.
11. If you have already lodged the First Proxy Form with the Share Registrar, please note that:
 - (i) subject to (iii) below, if this proxy form is not lodged with the Share Registrar, the First Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you 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 Shengyan as a non-executive director as set out in the Supplemental Notice and this proxy form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
 - (ii) if this proxy form is lodged with the Share Registrar before the Closing Time, this proxy form will revoke and supersede the First Proxy Form previously lodged by you. This proxy form will be treated as a valid form of proxy lodged by you if correctly completed.
 - (iii) if this proxy form is lodged with the Share Registrar after the Closing Time, this proxy form will be invalid. However, it will revoke the First Proxy Form previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or this proxy form) will not be counted in any poll which will be taken on the proposed resolution. Accordingly, you are advised not to lodge this proxy form after the Closing Time. If you wish to vote at the Meeting, you will have to attend in person and vote at the Meeting yourself.
12. Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting, or any adjourned meeting, should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("**PDPO**").
- (ii) The supply of your Personal Data to the Company and/or the Company's Hong Kong branch registrar and transfer office is on a voluntary basis and such data will be used for processing your instructions as stated in this proxy form.
- (iii) Your Personal Data will not be transferred to any third parties (other than the Company's Hong Kong branch registrar and transfer office) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- (iv) You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.