
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 CHANGE OF AUDITOR

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at 8th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC on Friday, 8 April 2022 at 10:00 a.m. is set out on pages 7 to 8 of this circular. A proxy form for use at the EGM 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 EGM, 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 EGM (i.e. before 10:00 a.m. on Wednesday, 6 April 2022) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or any adjourned meeting, should you so wish.

25 March 2022

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DEFINITIONS

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

“Articles”	the articles of association of the Company
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	CMGE Technology Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 8th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC on Friday, 8 April 2022 at 10:00 a.m. or any adjournment thereof
“EGM Notice”	the notice for convening the EGM as set out on pages 7 to 8 of this circular
“EY”	Ernst & Young, the Company’s auditor
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 March 2022, 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
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Share(s)”	ordinary share(s) of nominal value of US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“US\$”	United States dollars, the lawful currency of the United States of America
“2021 Annual Results”	preliminary results of the Company in respect of the financial year ended 31 December 2021



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.*

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

25 March 2022

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

Reference is made to the announcement of the Company dated 21 March 2022 in relation to the expected date of publication of 2021 Annual Results and the proposed change of the Company's auditor.

The purpose of this circular is to provide the Shareholders with, among others, the notice of EGM and relevant information on the resolutions in relation to the proposed change of auditor to be put forward at the EGM.

LETTER FROM THE BOARD

II. PROPOSED CHANGE OF AUDITOR

EY was re-appointed as the Company's auditor at the annual general meeting on 25 May 2021 to hold office until the conclusion of the next annual general meeting of the Company.

During the audit process for the 2021 Annual Results, EY discussed the following matters with the Company and requested the Company to provide further information. These matters include the valuation of (i) certain investments in a third party investment company; and (ii) an investment in a US listed company during the year ended 31 December 2021, and the related accounting treatments as well as the overall impact of these material matters on the Group's consolidated financial statements and relevant disclosures. As the Company cannot provide EY the requisite information as at 21 March 2022 due to the practicable difficulties under the COVID-19 pandemic, EY could not plan and complete the necessary audit procedures for the 2021 Annual Results. Consequently, the Company and EY could not reach a consensus on the audit timetable and audit fee which it would need to further incur to satisfy EY for the completion of the audit of 2021 Annual Results under the COVID-19 pandemic.

After considering the facts and circumstances, and with the recommendation of the Audit Committee, the Board is of the view that it would be in the best interest of the Company and the Shareholders as a whole to replace EY with another reputable accounting firm which can complete audit work on the 2021 Annual Results in a timely and cost efficient manner under the prevailing conditions of the COVID-19 pandemic. The Board has resolved to call the EGM for the purposes of enabling the Shareholders to consider and vote on the resolutions relating to the proposed change of EY pursuant to the Articles.

Before the Board resolved to call the EGM to seek approval from the Shareholders for the proposed change of EY, the Company was open for EY to communicate with the Audit Committee and the Board. In addition, the Company has requested EY to provide their written representations for inclusion in this circular.

The Board confirms that EY has provided a letter dated 21 March 2022 to the Company, in which EY confirmed that, save as disclosed in this circular, there were no other matters in connection with the proposed change of auditor which EY considered should be brought to the attention of the Shareholders and creditors of the Group.

The Board and the Audit Committee have confirmed that there is no other matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

III. PROPOSED APPOINTMENT OF AUDITOR

The Board, with the recommendation of the Audit Committee, proposes to appoint BDO Limited as the new auditor of the Company to fill the vacancy arising from the proposed change of EY, and to hold office until the conclusion of the next annual general meeting of the Company. The proposed appointment of BDO Limited is subject to the proposed change of EY becoming effective and the passing of an ordinary resolution for the proposed appointment of BDO Limited at the EGM pursuant to the Articles. The Board and the Audit Committee have assessed and considered that BDO Limited is eligible and suitable to act as auditor of the Company.

LETTER FROM THE BOARD

BDO Limited has confirmed that they are aware of the practicable difficulties arising from the COVID-19 pandemic for the Company, and on that basis has provided an estimated audit fee and timetable for the 2021 Annual Results, both of which are acceptable to the Company.

The Board and the Audit Committee have also confirmed that there is no other matter in respect of the proposed appointment of BDO Limited that needs to be brought to the attention of the Shareholders.

IV. IMPLICATIONS UNDER THE ARTICLES AND THE LISTING RULES

Pursuant to Article 29.2, removal of an auditor before the expiration of its period of office shall require the approval of an ordinary resolution of the Shareholders in general meeting.

Pursuant to Rule 13.88 of the Listing Rules, the Company must not remove its auditor before the end of the auditor's term of office without first obtaining Shareholders' approval at a general meeting; the Company must send a circular proposing the removal of the auditor to Shareholders with any written representations from the auditor, not less than 10 business days before the general meeting; and the Company must allow the auditor to attend the general meeting and make written and/or verbal representations to Shareholders at the general meeting.

In compliance with the Articles and the Listing Rules, each of the proposed change of EY and the proposed appointment of BDO Limited will be proposed as an ordinary resolution at the EGM, respectively.

V. EGM AND RECORD DATE

The EGM will be held on Friday, 8 April 2022 at 10:00 a.m.. For the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 4 April 2022 to Friday, 8 April 2022 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates, have to 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, not later than 4:30 p.m. on 1 April 2022.

VI. NOTICE OF EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages 7 to 8 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM 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.

LETTER FROM THE BOARD

A proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, 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 EGM (i.e. before 10:00 a.m. on Wednesday, 6 April 2022) or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or any adjourned meeting, should you so wish.

VII. 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.

VIII. RECOMMENDATION

The Directors consider that the proposed resolutions for the proposed change of EY and the proposed appointment of BDO Limited are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

IX. GENERAL

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the EGM.

Your attention is also drawn to the notice convening the EGM.

The English texts of this circular and the accompanying proxy form shall prevail over the Chinese texts in case of inconsistency.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 0302)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of CMGE Technology Group Limited (the “**Company**”) will be held on Friday, 8 April 2022 at 10:00 a.m. at 8th Floor, Building No. 4, Zhuoyue Meilin Centre Square, Zhongkang North Road, Futian District, Shenzhen, Guangdong Province, the PRC for the following purposes:

ORDINARY RESOLUTION

1. “**THAT** Ernst & Young be and is hereby removed as the auditor of the Company pursuant to Article 29.2 of the Company’s articles of association with immediate effect.”
2. “**THAT** conditional upon the resolution (1) above, BDO Limited be and is hereby appointed as the auditor of the Company with immediate effect and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be and is hereby authorized to fix their remuneration.”

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

Hong Kong, 25 March 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Principal Place of Business in

Hong Kong:
13th Floor, 8 Wyndham Street
Central
Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
2. In order to be valid, a proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the above Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Meeting, or any adjourned meeting, should you so wish.
3. A proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
4. In the case of joint holders of any Shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
5. On a poll, every member present in person or by proxy shall be entitled to one vote for each Share registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
6. For determining the entitlement to attend and vote at the above Meeting, the register of members of the Company will be closed from Monday, 4 April 2022 to Friday, 8 April 2022 (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 1 April 2022.