

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of GME Group Holdings Limited (the “**Company**”) dated 14 February 2017.

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Shares thereby being offered.

GME Group Holdings Limited
駿傑集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING**

Number of Placing Shares : 125,000,000 Shares
Placing Price : Not more than HK\$0.54 per Placing Share
and expected to be not less than HK\$0.50
per Placing Share, plus brokerage of 1.0%,
SFC transaction levy of 0.0027% and Stock
Exchange trading fee of 0.005% (payable in
full on application in Hong Kong dollars and
subject to refund)
Nominal Value : HK\$0.01 per Share
Stock Code : 8188

Sponsor

ALTUS CAPITAL LIMITED

Sole Lead Manager



As required under the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance, printed copies of the Prospectus are available, for information purposes only, during normal office hours from 9:00 a.m. to 5:00 p.m. at the office of the Sole Lead Manager at 11/F, New World Tower II, 16-18 Queen's Road Central, Hong Kong from Tuesday, 14 February 2017 up to and including Tuesday, 21 February 2017 (both dates inclusive). The office of the Sponsor is located at 21 Wing Wo Street, Central, Hong Kong.

Pursuant to the Underwriting Agreement, the Company is offering 125,000,000 Placing Shares for subscription by way of Placing at the Placing Price on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus, in aggregate representing approximately 25% of the total issued share capital of the Company upon completion of the Placing. It is expected that the Underwriter, on behalf of the Company, will conditionally place the Placing Shares at the Placing Price to selected individuals, professional and institutional investors in Hong Kong.

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus.

The Placing is conditional upon the fulfillment of the conditions as set out in the paragraph headed "Conditions of the Placing" in the section headed "Structure and conditions of the Placing" of the Prospectus. If such conditions are not fulfilled or (where applicable) waived, or the Underwriting Agreement is terminated in accordance with its terms and conditions on or before the dates and times as specified therein, the Placing will lapse and thereafter, all money received will be refunded to applicants of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange's Website at www.hkexnews.hk and the Company's website at www.gmehk.com on the next business day immediately following the date of such lapse.

The Placing Shares are fully underwritten by the Underwriter pursuant to the Underwriting Agreement. Prospective investors of Placing Shares should note that the Underwriter is entitled, in its discretion, to terminate its obligations under the Underwriting Agreement by Sole Lead Manager (for itself and on behalf of the Underwriter) by giving notice in writing to the Company upon the occurrence of any of the events set forth under the paragraph headed "Grounds for Termination" in the section headed "Underwriting" of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Wednesday, 22 February 2017.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued pursuant to the Capitalisation Issue and the Placing, as described in the Prospectus.

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The final Placing Price is expected to be determined by agreement between the Company and the Sole Lead Manager (for itself and on behalf of the Underwriter) on the Price Determination Date, which is currently expected to be on or before Thursday, 16 February 2017 (Hong Kong time), or such later date as the parties may agree. If, for any reason, the Company and the Sole Lead Manager are unable to agree on the Placing Price on Friday, 17 February 2017, or such later date as the parties may agree, the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange's Website at www.hkexnews.hk and the Company's website at www.gmehk.com.

The Placing Price will not be more than HK\$0.54 per Placing Share and is expected to be not less than HK\$0.50 per Placing Share. The Sole Lead Manager (for itself and on behalf of the Underwriter) may, with the consent of our Company, reduce the indicative Placing Price range below to that stated in this Prospectus at any time prior to the Price Determination Date. If this occurs, a notice of reduction of the indicative Placing Price range will be published on the Stock Exchange's website at www.hkexnews.hk and our Company's website at www.gmehk.com.

Share certificates for the Placing Shares will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms and conditions prior to 8:00 a.m. (Hong Kong time) on the Listing Date. No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares.

The final Placing Price, the basis of allocations of the Placing Shares and the indication of level of interest in the Placing will be announced on the Stock Exchange's Website at www.hkexnews.hk and the Company's website at www.gmehk.com on or before Tuesday, 21 February 2017.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 22 February 2017. Shares will be traded in board lots of 4,000 Shares. The stock code for the Shares is 8188.

By order of the Board
GME Group Holdings Limited
Chuang Chun Ngok Boris
Chairman and Executive Director

Hong Kong, 14 February 2017

As at the date of this announcement, the executive Directors are Mr. Chuang Chun Ngok Boris and Mr. Chuang Wei Chu, and the independent non-executive Directors are Mr. Lam Man Bun Alan, Mr. Lau Chun Fai Douglas and Ir. Ng Wai Ming Patrick.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

*This announcement and a copy of the Prospectus will remain on the GEM Website at **www.hkgem.com** and the Stock Exchange's Website at **www.hkexnews.hk** and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at **www.gmehk.com**.*