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GME Group Holdings Limited
駿傑集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8188)

**COMPLETION OF PLACING OF SHARES BY
THE CONTROLLING SHAREHOLDERS OF THE COMPANY
AND
RESUMPTION OF TRADING**

Financial adviser to the Company

ALTUS CAPITAL LIMITED

The Board is pleased to announce that it has been informed by the Controlling Shareholders that the conditions precedent under the Placing Agreement have been satisfied and completion of the Vendor Placing took place on 27 March 2017 in accordance with the terms and conditions of the Placing Agreement.

The Commission wrote to the Company on 24 March 2017 that it has decided to give notice to the Stock Exchange under Rule 9(3)(c) of the Securities and Futures (Stock Market Listing) Rules, permitting dealings in the Shares to recommence with effect from 9:00 a.m. on Tuesday, 28 March 2017.

The Company understands that it is the Company's responsibility to ensure that the conditions exist for an open market to develop in the trading of the Shares.

This announcement is made by GME Group Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Reference is made to (i) the two announcements of the Company both dated 15 March 2017 in respect of the proposal for resumption of trading in Shares (the “**First Announcement**”) and the update on the Vendor Placing (the “**Second Announcement**”); (ii) the announcement of the Company dated 23 March 2017 regarding further update on the Vendor Placing (the “**Third Announcement**”); and (iii) the announcement of the Company dated 27 March 2017 regarding the approval and waiver in relation to the Vendor Placing and resumption of trading (the “**Fourth Announcement**”, together with the First Announcement, the Second Announcement and the Third Announcement, the “**Announcements**”). Unless otherwise specified herein, capitalised terms used herein shall have the same meanings as described in the Announcements.

COMPLETION OF THE VENDOR PLACING

The Board is pleased to announce the satisfaction of the conditions precedent under the Placing Agreement which include the following:

- (1) the Waiver and Approval by the Stock Exchange was granted on 23 March 2017 in connection with the implementation of the Vendor Placing and not having been revoked; and
- (2) the decision to give notice to the Stock Exchange permitting dealings in the Shares to recommence was issued by the Commission on 24 March 2017 and not having been revoked.

The Board has also been informed by the Controlling Shareholders that completion of the Vendor Placing (the “**Completion**”) took place on 27 March 2017 whereby a total of 25,000,000 Placing Shares held by the Controlling Shareholders were successfully placed by the Placing Agents to 455 Placees at the Placing Price per Placing Share pursuant to the terms and conditions of the Placing Agreement.

RESULTS OF ALLOCATION OF THE PLACING SHARES

A total of 66 Placees, representing approximately 14.51% of the total number of Placees under the Vendor Placing, have been allotted five board lots or less of the Placing Shares. These Placees have been allotted in aggregate 588,000 Placing Shares, representing approximately 2.35% of the 25,000,000 Placing Shares being offered under the Vendor Placing.

The distribution of the Placing Shares to the top 25 Placees is set forth as below:

	Aggregate number of Placing Shares allocated	Aggregate percentage of the total number of Placing Shares allocated	Approximate percentage of shareholding over the issued share capital of the Company
Top Placee	472,000	1.89%	0.09%
Top 5 Placees	1,940,000	7.76%	0.39%
Top 10 Placees	3,328,000	13.31%	0.67%
Top 25 Placees	6,152,000	24.61%	1.23%

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, (i) the Placees (and, where applicable, their respective ultimate beneficial owners) were not shareholders of the Company before the Completion, and are third parties independent of, and not connected with the Company and its connected persons (as defined under the GEM Listing Rules); and (ii) the Placing Agents, namely Aristo Securities Limited and Yicko Securities Limited and the sub-placing agents had not taken part in the IPO Placing as placing agents.

SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the changes to the shareholding structure of the Company as a result of the Completion:

	Immediately before Completion		Immediately after Completion	
	<i>Number of Shares</i>	<i>Approximate % of shareholding</i>	<i>Number of Shares</i>	<i>Approximate % of shareholding</i>
Controlling Shareholders	300,000,000	60.00%	275,000,000	55.00%
Public Shareholders				
Mr. Ho John Kwun Fung	18,750,000	3.75%	18,750,000	3.75%
Mr. Lo Tak Leung	18,750,000	3.75%	18,750,000	3.75%
Mr. Ng Kwok Lun	37,500,000	7.50%	37,500,000	7.50%
IPO Placing public shareholders	125,000,000	25.00%	125,000,000	25.00%
Placees under the Vendor Placing	—	—	25,000,000	5.00%
Sub-total of public shareholders	<u>200,000,000</u>	<u>40.00%</u>	<u>225,000,000</u>	<u>45.00%</u>
Total	<u><u>500,000,000</u></u>	<u><u>100.00%</u></u>	<u><u>500,000,000</u></u>	<u><u>100.00%</u></u>

Upon Completion, Mr. Chuang Chun Ngok Boris, Mr. Chuang Wei Chu, Ms. To Yin Ping and Ms. Chuang Yau Ka remain as controlling shareholders (as defined in the GEM Listing Rules) of the Company.

RESUMPTION OF TRADING

The Commission wrote to the Company on 24 March 2017 that it has decided to give notice to the Stock Exchange under Rule 9(3)(c) of the Securities and Futures (Stock Market Listing) Rules, permitting dealings in the Shares to recommence with effect from 9:00 a.m. on Tuesday, 28 March 2017.

The Company understands that it is the Company's responsibility to ensure that the conditions exist for an open market to develop in the trading of the Shares.

The Company will make further announcement pursuant to the requirement under the SFO and the GEM Listing Rules as and when appropriate.

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

Hong Kong, 27 March 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and on the Company's website at www.gmehk.com.