

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

INSIDE INFORMATION
APPROVAL AND WAIVER IN RELATION TO VENDOR PLACING
AND RESUMPTION OF TRADING IN 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 of Hong Kong Limited (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).

Reference is made to the announcement of the Company dated 15 March 2017 in respect of the proposal for resumption of trading in shares (the “**Announcement**”) and the announcements of the Company dated 15 March 2017 and 23 March 2017 containing updates on the proposed Vendor Placing. Unless otherwise specified herein, capitalised terms used herein shall have the same meanings as described in the Announcement.

Further to the applications made to the Stock Exchange by the Company for the purpose of implementing the Vendor Placing, for (i) an approval pursuant to Rule 13.18 of the GEM Listing Rules to dispense with the prohibition under Rule 13.16A of the GEM Listing Rules regarding the prohibition of the Controlling Shareholders disposing of their Shares within six months from the date of the IPO Placing; and (ii) a waiver from strict compliance with Rules 5.56(a) and 5.59 of the GEM Listing Rules regarding the restrictions on Directors dealing in Shares during the black-out period (together the “**Approval and Waiver**”), the Stock Exchange has, on 23 March 2017, agreed to grant the Approval and Waiver subject to:

- (a) the Commission’s agreement to a trading resumption of the Shares under Rule 9 of the Securities and Futures (Stock Market Listing) Rules; and
- (b) the Company publishing this announcement in relation to the Approval and Waiver.

The Commission wrote to the Company on 24 March 2017 that it has decided to give notice to the Stock Exchange under section 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.

As mentioned in the Announcement, the Company and all of its Directors (including the independent non-executive Directors) confirm that they are satisfied that there are exceptional circumstances for the implementation of the Vendor Placing before the expiry of the Lock-up Period and black-out period, and the Vendor Placing (being part of the Resumption Proposal) is the only reasonable course of action available to the Company. To the best of the Directors' knowledge after making reasonable enquiry, the Company and the Directors did not at the time when the Placing Agreement was entered into; do not as at the date of this announcement; and are expected not to up to the resumption of trading in Shares (including the completion of the Vendor Placing which is expected to take place on 27 March 2017), possess any unpublished inside information (as defined in Part XIVA of the SFO).

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

Trading in the Shares will remain suspended. Shareholders and potential investors should be cautious that the Vendor Placing is subject to a number of conditions, including the conditions imposed by the Stock Exchange in relation to the Approval and Waiver, which may or may not be satisfactorily fulfilled.

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.