

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: 20161108-I16026-0004

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Company name : **GME Group Holdings Limited (the “Company”)**

Stock code (ordinary shares) : **8188**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 20 February 2017

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 22 February 2017

Name of Sponsor(s) : Altus Capital Limited

Names of directors : **Executive Directors**
(please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)
Mr. Chuang Chun Ngok Boris (莊峻岳)
 (“Mr. Boris Chuang”)
Mr. Chuang Wei Chu (莊偉駒)
 (“Mr. Stephen Chuang”)

Independent non-executive Directors

Mr. Lam Man Bun Alan (林文彬)
Mr. Lau Chun Fai Douglas (劉俊輝)
Ir Ng Wai Ming Patrick (吳惠明)

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company :
Mr. Stephen Chuang
300,000,000 shares, 60% (Beneficial owner, interest held jointly with another person and interest of a spouse)

Mr. Boris Chuang
300,000,000 shares, 60% (Beneficial owner, interest held jointly with another person)

Ms. To Yin Ping (“Mrs. Chuang”)
300,000,000 shares, 60% (Beneficial owner, interest held jointly with another person and interest of a spouse)

Ms. Chuang Yau Ka (“Ms. Chuang”)
300,000,000 shares, 60% (Beneficial owner, interest held jointly with another person)

Note: Mr. Stephen Chuang, Mr. Boris Chuang, Mrs. Chuang and Ms. Chuang are parties to an acting in concert deed dated 21 March 2016, pursuant to which each of them has agreed to consolidate their respective interests in the Company and to vote on any resolution to be passed at any shareholders’ meeting of the Company in a unanimous manner. Each of Mr. Stephen Chuang, Mr. Boris Chuang, Mrs. Chuang and Ms. Chuang is deemed to be interested in all the shares of the Company held by them in aggregate by virtue of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Name(s) of company(ies) listed : Nil
on GEM or the Main Board of
the Stock Exchange within
the same group as the Company

Financial year end date : 31 December

Registered address : 4th Floor
Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Head office and principal : Room 1001-2, 10/F
place of business 148 Electric Road
Hong Kong

Web-site address (if applicable) : www.gmehk.com

Share registrar : ***Principal share registrar and transfer office***
Harneys Services (Cayman) Limited
4th Floor
Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Hong Kong branch share registrar and transfer office
Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors : BDO Limited
25th Floor, Wing On Centre,
111 Connaught Road Central,
Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Group is principally engaged in the provision of underground construction services and serves mainly private main contractors in public sector infrastructure projects.

C. Ordinary shares

Number of ordinary shares in issue : 500,000,000

Par value of ordinary shares in issue : HK\$0.01

Board lot size (in number of shares) : 4,000

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

D. Warrants

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right) : N/A

No. of warrants outstanding : N/A

No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. Chuang Wei Chu

Mr. Chuang Chun Ngok Boris

Mr. Lam Man Bun Alan

Mr. Lau Chun Fai Douglas

Ir Ng Wai Ming Patrick

NOTES

- (1) This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*