
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in GME Group Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSAL FOR**(1) RE-ELECTION OF RETIRING DIRECTORS****AND****(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES****AND****(3) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the AGM of the Company to be held on Friday, 23 June 2017 at 4:00 p.m. at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 17 to 22 of this circular. A form of proxy for use by the Shareholders at the AGM is also enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company's website at www.gmehk.com.

Whether or not you are able or intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular 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.

31 March 2017

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

“AGM”	the annual general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 23 June 2017 at 4:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages 17 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Capitalisation Issue”	has the meaning as defined in the Prospectus
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Company”	GME Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on GEM (stock code: 8188)
“Controlling Shareholder(s)”	has the same meaning as defined in the GEM Listing Rules and, in the context of this circular, means Mr. Chuang Chun Ngok Boris, Mr. Chuang Wei Chu, Ms. To Yin Ping and Ms. Chuang Yau Ka
“Director(s)”	the director(s) of the Company
“Extension Mandate”	the general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate during the relevant period
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM

DEFINITIONS

“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the power to allot, issue and otherwise deal with Shares with the aggregate number not exceeding 20% of the aggregate number of shares of the Company in issue as at the date of the passing of the resolution granting such mandate
“Latest Practicable Date”	27 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information included in this circular
“Listing Date”	22 February 2017, the date on which the issued Shares were first listed and from which dealings therein are permitted to take place on GEM
“Placing”	has the meaning as defined in the Prospectus
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) prior to its repeal and replacement on 3 March 2014 by the Companies Ordinance and the Companies (Miscellaneous Provisions) Ordinance
“Prospectus”	the prospectus of the Company dated 14 February 2017 issued in connection with the listing of Shares on the GEM
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares with the aggregate number not exceeding 10% of the number of the shares of the Company in issue as at the date of the passing of the resolution granting such mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Chuang Chun Ngok Boris (*Chairman*)

Mr. Chuang Wei Chu

Independent non-executive Directors

Mr. Lam Man Bun Alan

Mr. Lau Chun Fai Douglas

Ir Ng Wai Ming Patrick

Registered office:

4th Floor

Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*

Room 1001-2, 10/F

148 Electric Road

Hong Kong

31 March 2017

To the Shareholders,

Dear Sir or Madam,

**PROPOSAL FOR
(1) RE-ELECTION OF RETIRING DIRECTORS
AND
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with all the information relating to the resolution to be proposed at the AGM, which includes (i) the proposed re-election of retiring Directors and (ii) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors. This circular contains the Explanatory Statement in compliance with the GEM Listing Rules and to give all the information reasonably necessary to enable Shareholders to make an informed decision whether to vote for or against the resolutions.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

According to Article 25.1 of the Company's Articles of Association, one-third of the Directors for the time being (or, if the number of Directors is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Accordingly, Mr. Chuang Wei Chu and Mr. Lau Chun Fai Douglas will retire from office as Directors at AGM and being eligible, to offer themselves for re-election at the AGM. Pursuant to Rule 17.46A of the GEM Listing Rules, particulars of the retiring Directors which are required to be disclosed by the GEM Listing Rules are set out in Appendix I to this circular.

3. GRANT OF THE ISSUE MANDATE, THE REPURCHASE MANDATE AND THE EXTENSION MANDATE

As stated in the section headed "Share Capital" in the Prospectus, the Shareholders granted a general mandate to the Directors on 10 February 2017 to allot, issue and deal with Shares in the share capital of the Company with a total number of not more than the sum of:

- (a) 20% of the total number of the Shares of the Company in issue immediately following completion of the Capitalisation Issue and the Placing; and
- (b) the total number of the shares of the Company repurchased by the Company, if any, under the general mandate to repurchase Shares granted to the Directors referred to below.

As stated in the section headed "Share Capital" in the Prospectus, the Shareholders also granted a general mandate to the Directors on 10 February 2017 to exercise all the powers of the Company to repurchase Shares with a total amount of not more than 10% of the total number of Shares of the Company in issue immediately following the completion of the Capitalisation Issue and the Placing.

LETTER FROM THE BOARD

The above general mandates will expire at the conclusion of the AGM. The following resolutions, among other matters, will be proposed in the AGM:

- (a) to grant the Issue Mandate to the Directors to allot, issue and deal with the Shares up to a maximum of 20% of the aggregate number of Shares of the Company as at the date of the passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to exercise all the powers of the Company to repurchase Shares with a total amount of not more than 10% of the total number of Shares of the Company as at the date of the passing of such resolution ; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of above resolutions are set out in resolutions numbered 5(A) to 5(C) as set out in the notice of the AGM contained in pages 17 to 22 of this circular.

These general mandates to issue and repurchase Shares will remain in effect until the earliest of:

- (a) the conclusion of the Company's next annual general meeting following the AGM; or
- (b) the expiration of the period within which the Company is required by any applicable laws or its Articles of Association to hold its next annual general meeting; or
- (c) when varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

If the resolution of Issue Mandate is passed in the AGM and no Share is repurchased by the Company, exercise in full of the Issue Mandate (on the basis of 500,000,000 Shares in issue at the Latest Practicable Date) would result in up to 100,000,000 new Shares being allotted, issued and dealt with by the Company.

According to the Rules 13.07 and 13.08 of the GEM Listing Rules, an explanatory statement for propose in respect of the Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on pages 17 to 22 of this circular.

At the AGM, the resolutions will be proposed to the Shareholders to consider and approve, inter alia, (i) re-election of retiring Directors; and (ii) the grant to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the GEM website at www.hkgem.com and the Company's website at www.gmehk.com. Whether or not you are able or intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned thereof should you so wish.

5. VOTING BY POLL AT GENERAL MEETINGS

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

Therefore, pursuant to Article 20 of the Articles of Association, each resolution set out in the notice to the AGM which is put to vote at the AGM shall be decided by poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 20 June 2017 to Friday, 23 June 2017 (the "closure period"), both days inclusive, for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM of the Company. During this closure period, no transfer of the shares will be registered. In order to quantify the rights to attend and vote at the AGM, all transfers, accompanied by the relevant shares certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 19 June 2017.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

This circular, 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 relating 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 circular 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 circular misleading.

8. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the AGM including (i) re-election of retiring Directors; and (ii) the proposal to grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

9. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
GME Group Holdings Limited
Chuang Chun Ngok Boris
Chairman and executive Director

APPENDIX I**DETAILS OF THE RETIRING DIRECTORS
TO BE RE-ELECTED AT THE AGM**

The particulars of the Directors who are subject to re-election at the AGM and which are required to be disclosed under the GEM Listing Rules are set out below.

EXECUTIVE DIRECTOR**Mr. Chuang Wei Chu**

Mr. CHUANG Wei Chu (莊偉駒), aged 69, was appointed as the Director on 16 February 2016 and was re-designated as our executive Director on 21 March 2016. He is also one of the Controlling Shareholders. Mr. Chuang Wei Chu (“**Stephen Chuang**”) is primarily responsible for the overall development, strategic planning and major business decisions of our Group. He is also a director of GEM International Limited (“**GMEBVI**”) and Good Mind Engineering Limited (“**GMEHK**”).

Prior to establishing the Group, Mr. Stephen Chuang’s working experience includes:

Name of companies	Principal business	Last position held	Period of service	Responsibilities
Hsin Chong Construction Company Limited, a wholly-owned subsidiary of Hsin Chong Construction Group Ltd., which is listed on the Stock Exchange (stock code: 00404)	Building construction and civil engineering	Site supervisor	March 1975 – April 1976	Supervising construction works at Ocean Park
Kwan On Building Contractors Limited (dissolved on 23 June 2005)	Civil engineering works	Site agent	April 1976 – December 1977	Supervising construction works at Second Lion Rock Tunnel
Lam Construction Company Limited	Building construction and civil engineering works in Hong Kong and the PRC	Executive vice president	May 1978 – May 2002	Overseeing construction projects in Hong Kong and China

Mr. Stephen Chuang founded GMEHK in September 1994. Mr. Stephen Chuang has over 40 years of experience in the civil engineering industry.

APPENDIX I**DETAILS OF THE RETIRING DIRECTORS
TO BE RE-ELECTED AT THE AGM**

Mr. Stephen Chuang became a member of American Society of Civil Engineers in 1973 and a fellow member of American Society of Civil Engineers in 2001.

Mr. Stephen Chuang graduated from Chu Hai College (珠海書院), Hong Kong in July 1969 with the major in civil engineering.

Mr. Stephen Chuang was a director of the following companies which were incorporated in Hong Kong prior to their respective dissolution:

Name of company	Principal business activity prior to dissolution	Date of dissolution	Means of dissolution (Notes)	Reasons for dissolution
Kenmass Investment Limited	Investment	19 October 2001	Striking off under Predecessor Companies Ordinance	Inactive
Top World Engineering Limited (達聯工程有限公司)	Engineering works	19 January 2001	Deregistration under Predecessor Companies Ordinance	Inactive

Notes:

1. “Striking off under the Predecessor Companies Ordinance” refers to striking off the name of a company from the register of companies by the Registrar of Companies of Hong Kong under section 291 of the Predecessor Companies Ordinance where the Registrar of Companies has reasonable cause to believe that a company is not carrying on business or in operation.
2. “Deregistration under the Predecessor Companies Ordinance” refers to the process whereby a private company or a director or a member of a private company incorporated under the Predecessor Companies Ordinance which has ceased its operation and is not insolvent applies to the Companies Registry of Hong Kong for deregistration pursuant to section 291AA of the Predecessor Companies Ordinance. Such application can only be made if (1) all members of the company agree to the deregistration; (2) the company has never commenced business or operation, or has ceased to carry on business or operation for more than three months immediately prior to the application; and (3) the company has no outstanding liabilities.

Mr. Stephen Chuang confirmed that the above companies were solvent at the time of their dissolution and so far as he was aware, no claim has been or will be made against him as a result of such dissolution. Mr. Stephen Chuang has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Stephen Chuang is the father of Mr. Chuang Chun Ngok Boris, who is the chairman of our Board, an executive Director, and one of the Controlling Shareholders of the Company.

Mr. Stephen Chuang entered into a service agreement with the Company as an executive Director on 10 February 2017 for an initial term of three years commencing from the Listing Date for an initial term of three (3) years, unless and until terminated in accordance by either party giving to the other not less than three (3) months' prior notice in writing at any time during the initial term. He is entitled to a monthly salary of HK\$20,000 payable in arrears acting as the executive Director of the Company and discretionary bonus for the year ending 31 December 2017. He is subject to retirement by rotation at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association. Saved as disclosed above, Mr. Stephen Chuang is not entitled to any other emoluments.

As at the Latest Practicable Date, Mr. Stephen Chuang is deemed within the meaning of Part XV of the SFO to be interested in 275,000,000 Shares, representing 55.0% of the issued Shares.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lau Chun Fai Douglas

Mr. LAU Chun Fai Douglas (劉俊輝), aged 44, was appointed as an independent non-executive Director on 10 February 2017. Mr. Lau has over 18 years of experience in auditing and accounting.

Mr. Lau graduated from the University of New South Wales in Australia with a degree of Bachelor of Commerce in Accounting and Finance in October 1993.

Mr. Lau was admitted as a certified practising accountant of the Australian Society of Certified Practising Accountants (now known as CPA Australia) in August 1996, a certified public accountant of the Hong Kong Institute of Certified Public Accountants in February 1997, and subsequently became a fellow member of the Hong Kong Institute of Certified Public Accountants in September 2009. He has also been a member of the Institute of Chartered Accountants in Australia since October 1998, a member of the Institute of Chartered Accountants in England and Wales since November 2010. Mr. Lau is also the founding member of the Institute of Accountants Exchange in Hong Kong since May 2006.

Prior to joining our Group, Mr. Lau worked in Ernst & Young, an accountancy firm, as a staff accountant in 1993, and subsequently as a manager in 1998, a senior manager in 2001, an audit partner in Hong Kong in 2004 and an audit partner in Beijing from 2006 until 2009. He joined the Institute of Chartered Accountants in England and Wales, a professional membership organisation, as the regional director, Greater China, from November 2010 to September 2012.

Mr. Lau has been the independent non-executive director of two companies listed on the Main Board of the Stock Exchange, namely, Chanjet Information Technology Company Limited (stock code: 1588), which is principally engaged in enterprise software products and services for micro and small scale enterprises in the PRC, since September 2011 and Ausnutria Dairy Corporation Ltd (stock code: 1717), a dairy industry company, since January 2015, where he is responsible for providing independent opinion and judgment to the boards of directors, particularly with regard to financial aspects.

Mr. Lau entered into a letter of appointment with the Company on 10 February 2017 as an independent non-executive Director. Mr. Lau may terminate their letter of appointment by giving a minimum of three months' notice in writing to the Company. He is entitled to a monthly salary of HK\$20,000 payable in arrears for the year ending 31 December 2017. He is subject to retirement by rotation at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association. Saved as disclosed above, Mr. Lau is not entitled to any other emoluments.

As at the Latest Practicable Date, Mr. Lau did not have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

The following is the explanatory statement as required under the GEM Listing Rules, to provide the requisite information to Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate.

GEM LISTING RULES RELATING TO REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 500,000,000 Shares of HK\$0.01 each.

The Repurchase Mandate will enable the Directors during the relevant period to repurchase the Shares of not more than 10% of the total number of Shares of the Company as at the date of the passing of the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution set out in item 5(B) of the notice of the AGM in respect of the granting of the Repurchase Mandate and assuming no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 50,000,000 Shares.

The Repurchase Mandate, unless varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting will expire at the earlier of (a) the conclusion of the Company's next annual general meeting or (b) expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or its Articles of Association to hold its next annual general meeting.

REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to execute repurchases of the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders.

The Directors have no present intention to repurchase any of the securities of the Company.

SOURCE OF FUNDS

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles and Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

EFFECT OF EXERCISING THE MANDATE

On the basis of the Company's current financial position as disclosed in the 2016 annual result announcement dated 27 March 2017 and the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2016 (the "**Annual Report**") and taking into account the Company's current working capital position, the Directors consider that there might be a material adverse impact on the working capital and/or the gearing position of the Company as compared with the position disclosed in the the most recent published audited accounts as contained in the Annual Report in the event that the Repurchase Mandate is to be exercised in full during the proposed purchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Controlling Shareholders, namely, Mr. Chuang Chun Ngok Boris, Mr. Chuang Wei Chu, Ms. To Yin Ping, Ms. Chuang Yau Ka together hold 275,000,000 Shares representing 55.0% of the issued Shares of the Company and they have executed an acting in concert deed on 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. Therefore, each Controlling Shareholders is deemed to be interested in such 275,000,000 Shares, representing 55.0% of the issued share capital of the Company, as at Latest Practicable Date. If the Repurchase Mandate is exercised in full, the interest of the Controlling Shareholders would be increased from 55.0% to approximately 61.1%. Such increase would not give rise to an obligation for the Controlling Shareholders to make a general offer for the Shares under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

UNDERTAKING OF DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Articles of Association.

DIRECTORS DEALINGS AND CORE CONNECTED PERSON

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he or she or it has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange since the Listing Date, and up to the Latest Practicable Date, were as follows:

Month	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
February (on the Listing Date)*	3.51	3.44
March (up to the Latest Practicable Date)*	3.51	3.44

* The Company announced on 22 February 2017 that it was notified by the Securities and Futures Commission (the “**Commission**”) through a letter on the same date (the “**Letter**”) that given the activity in the Shares in the morning session on 22 February 2017 and the significant increase in the price of the Shares, it appeared to the Commission that there may not be an open market in the trading of the Shares. Accordingly, the Commission directed the Stock Exchange to suspend all dealings in the Shares with effect from 1:00 p.m. on 22 February 2017.

The Company announced on the Latest Practicable Date, 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 Board has also been informed by the Controlling Shareholders on the Latest Practicable Date that completion of the Vendor Placing (the “**Completion**”) took place on 27 March 2017 whereby a total of 25,000,000 existing Shares held by the Controlling Shareholders were successfully placed by the placing agents to 455 Placees at HK\$0.54 per Share pursuant to the terms and conditions of the placing agreement.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of GME Group Holdings Limited (the “Company”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 23 June 2017 at 4:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and auditors of the Company for the year ended 31 December 2016.
2.
 - (a) To re-elect Mr. Chuang Wei Chu as an executive Director.
 - (b) To re-elect Mr. Lau Chun Fai Douglas as an independent non-executive Director.
3. To authorise the board of Directors (the “Board”) to fix the respective Directors’ remuneration.
4. To re-appoint BDO Limited as the Company’s independent auditors and to authorise the Board to fix their remuneration.

AS SPECIAL BUSINESS

5. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Shareholders:
 - (A) “That:
 - (a) subject to paragraph (c) of this resolution below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.01 each in the share capital of the Company (each a “Share”) and to make or grant offers, agreements and/or options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved.

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- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Right Issue (as defined below);
 - (ii) the exercise of any options under any share option schemes of the Company adopted from time to time; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company (“**Articles of Association**”);

shall not exceed 20% of the aggregate number of Shares of the Company in issue as at the date of the passing of this ordinary resolution and the mandate pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the Company’s next annual general meeting; or
- (b) the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or its Articles of Association to hold its next annual general meeting; or
- (c) the date on when such mandate granted under this resolution is varied, revoked or renewed by an ordinary resolution of the shareholders in general meeting.

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“**Right Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regards to any restrictions or obligations under the laws of, or the requirements of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

(B) “**That:**

- (a) Subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the Shares on the Growth Enterprise Market of the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Future Commission of Hong Kong, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) The total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the mandate in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares of the Company in issue as at the date of passing of this resolution and the mandate pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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(c) For the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the Company’s next annual general meeting; or
- (b) the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or its Articles of Association to hold its next annual general meeting; or
- (c) the date on when such mandate granted under this resolution is varied, revoked or renewed by an ordinary resolution of the shareholders in general meeting.”

(C) “That subject to the passing of the resolutions set out in item 5(A) and 5(B) in the notice convening this meeting (the “**Notice**”), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares pursuant to the resolution set out in item 5(A) of the Notice be and is hereby extended by the addition thereto of the aggregate number of Shares repurchased by the Company pursuant to the mandate granted pursuant to the resolution set out in item 5(B) of the Notice, provided that such number shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing of this resolution.”

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

Hong Kong, 31 March 2017

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Notes:

1. A resolution put to the vote of the AGM shall be decided by way of a poll, save that the chairman of the AGM may in good faith allow a resolution which relates purely to a procedural or administrative matters to be voted on by a show of hands pursuant to the GEM Listing Rules. The results of the poll will be published on the Stock Exchange website www.hkexnews.hk and the Company website at www.gmehk.com in accordance with the GEM Listing Rules.
2. Any members of the Company (“**Member**”) entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote on his behalf. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.
3. A form of proxy for use at the AGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, shall be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
4. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding. Several executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.
6. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 20 June 2017 to Friday, 23 June 2017, both dates inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 19 June 2017.

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7. If typhoon signal no. 8 or above, or a “black” rainstorm warning is hoisted or remains hoisted at 1:00 p.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the Stock Exchange website at www.hkexnews.com and the Company’s website at www.gmehk.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

8. If a member of the Company wishes to nominate a person other than the existing Directors of the Company to stand for election as a Director of the Company, the following documents must be validly lodged no later than 4:00 p.m. on Friday, 16 June 2017 at the principal place of business of the Company in Hong Kong at Room 1001-2, 10/F, 148 Electric Road, Hong Kong, or at the branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, namely (i) his/her notice of intention to propose a resolution at the meeting; and (ii) a notice executed by the nominated candidate of his/her willingness to be appointed together with his/her contact details.