
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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)

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(2) RENEWAL OF GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES
AND
(3) DECLARATION OF FINAL AND SPECIAL DIVIDENDS
AND
(4) NOTICE OF THE 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 to be held on Thursday, 3 May 2018 at 4:00 p.m. at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 18 to 23 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.

29 March 2018

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

TABLE OF CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	4
2. Proposed Re-election of Retiring Directors	5
3. Grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate	5
4. Final and Special Dividends	7
5. AGM and Proxy Arrangement	7
6. Voting by Poll at General Meetings	7
7. Closure of Register of Members	8
8. Responsibility Statement	8
9. Recommendation	8
10. General	9
Appendix I – Details of the Retiring Directors to be Re-elected at the AGM	10
Appendix II – Explanatory Statement on the Repurchase Mandate	13

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 Thursday, 3 May 2018 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 18 to 23 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 GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

“GMEBVI”	GME International Limited, a company incorporated in the BVI with limited liability on 23 February 2016 and a direct wholly-owned subsidiary of the Company
“GMEHK”	Good Mind Engineering Limited (駿傑工程有限公司), a company incorporated in Hong Kong with limited liability on 22 March 1994 and an indirect wholly-owned subsidiary of the Company
“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”	23 March 2018, 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
“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

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“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
“Takeovers 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

29 March 2018

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(2) RENEWAL OF GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES
AND
(3) DECLARATION OF FINAL AND SPECIAL DIVIDENDS
AND
(4) NOTICE OF THE 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; (ii) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors; and (iii) the declaration of final and special dividends. This circular contains the explanatory statement in compliance with the GEM Listing Rules and intends 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. PROPOSED 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 Chun Ngok Boris and Mr. Lam Man Bun Alan will retire from office as Directors at the 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

At the annual general meeting of the Company held on 23 June 2017, an ordinary resolution was passed granting the existing general mandate to the Directors to allot, issue and deal with new 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 Shares in issue immediately following completion of the Capitalisation Issue and the Placing; and
- (b) the total number of Shares repurchased by the Company, if any, under the general mandate to repurchase Shares granted to the Directors referred to below.

At the annual general meeting of the Company held on 23 June 2017, an ordinary resolution was passed granting the existing general 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.

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 at the AGM:

- (a) to grant the Issue Mandate to the Directors to allot, issue and deal with the new Shares up to a maximum of 20% of the aggregate number of Shares 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 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 the above resolutions are set out in the special resolutions numbered 6(A) to 6(C) as set out in the notice of the AGM contained in pages 18 to 23 of this circular.

These general mandates to issue new Shares 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 a general meeting prior to the next annual general meeting of the Company.

If the resolution of the Issue Mandate is passed at the AGM and no Share(s) are 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 in respect of the Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. FINAL AND SPECIAL DIVIDENDS

The Board has recommended the payment of a final dividend of HK0.4 cents per Share and a special dividend of HK0.8 cents per Share in respect of the year ended 31 December 2017. Conditional upon the passing of ordinary resolution 2 by the Shareholders at the AGM, the register of members of the Company will be closed from Wednesday, 9 May 2018 to Thursday, 10 May 2018, both days inclusive, for the purpose of ascertaining Shareholders' entitlement to the proposed final and special dividends, during which period no transfer of Shares will be registered and the final and special dividends are expected to be paid on Monday, 21 May 2018. Shareholders whose names appear on the register of members on Thursday, 10 May 2018 will be entitled to the final and special dividends. All final and special dividends will be paid in Hong Kong dollars. In order to qualify for the proposed final and special dividends, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 8 May 2018.

5. AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on pages 18 to 23 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; (ii) the grant to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (iii) the declaration of final and special dividends.

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 adjournment thereof should you so wish.

6. 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.

LETTER FROM THE BOARD

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.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 27 April 2018 to Thursday, 3 May 2018 (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 Thursday, 26 April 2018.

8. 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.

9. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the AGM including (i) re-election of retiring Directors; (ii) the proposal to grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (iii) the declaration of final and special dividends 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.

LETTER FROM THE BOARD

10. 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

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 Chun Ngok Boris (莊峻岳), aged 42, was appointed as our Director on 18 January 2016 and was re-designated as our executive Director on 21 March 2016. He is also the chairman of our Board and one of our Controlling Shareholders.

Mr. Boris Chuang was appointed as a director of GMEHK in May 2002 and participated in the business of GMEHK since 2004 as the subcontractor's representative. Mr. Boris Chuang has accumulated over ten years of experience working in our Group and has gained extensive experience in construction management and contracting procedure in infrastructure, tunnel, building, roadworks and slope works.

Mr. Boris Chuang has been an associate of the Chartered Institute of Arbitrators since December 2002, a member of The Chartered Institute of Building in the United Kingdom since December 2002, and a chartered building professional in Australia since November 2002. He has also become an associate of the Hong Kong Institute of Arbitrators since December 2002 and a member of The Institution of Highways and Transportation since April 2003 respectively.

Mr. Boris Chuang graduated from the University of Melbourne, Australia in December 1998 with a degree of Bachelor of Planning and Design and from Monash University, Australia in September 1998 with a degree of Bachelor of General Studies. He has also completed the Postgraduate Diploma in Construction Project Management provided by the University of Greenwich in the United Kingdom in August 2005 through distance learning.

Mr. Boris Chuang is the son of Mr. Chuang Wei Chu, who is an executive Director and one of the Controlling Shareholders. Saved as disclosed above, as at the Latest Practicable Date, Mr. Boris Chuang confirms that he 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; did not hold other positions in the Company or other members of the Group; does not have any other relationship with any Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Boris 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 years, unless and until terminated in accordance by either party giving to the other not less than three 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 2018. 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. Boris Chuang is not entitled to any other emoluments.

As at the Latest Practicable Date, Mr. Boris 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. LAM Man Bun Alan (林文彬), aged 65, was appointed as an independent non-executive Director on 10 February 2017. Mr. Lam is currently a practising solicitor in Hong Kong and the sole proprietor of Alan Lam, Yam & Pe. He has been practising law in Hong Kong for over 30 years.

Mr. Lam graduated from Leland Stanford Junior University, California, United States of America, with a degree of Bachelor of Science in June 1974.

Mr. Lam was respectively admitted to practice as a solicitor of the High Court of Hong Kong in June 1979, the Supreme Court of England and Wales in May 1983, the Supreme Court of the Australian Capital Territory in April 1989 and the Supreme Court of Republic of Singapore in May 1990. He has been an accredited general mediator of the Law Society of Hong Kong since June 2011 and an accredited general mediator of Hong Kong Mediation Accreditation Association Limited from July 2015 to June 2017. Mr. Lam has served and is also currently serving as a part-time Risk Management tutor of Risk Management Education Programme organised by Hong Kong Academy of Law.

Mr. Lam entered into a letter of appointment with the Company on 10 February 2017 as an independent non-executive Director. Mr. Lam 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 2018. 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. Lam is not entitled to any other emoluments.

As at the Latest Practicable Date, Mr. Lam confirms that he 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.

As at the Latest Practicable Date, Mr. Lam 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 6(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 a 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 as a whole 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 as a whole.

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 2017 annual result announcement dated 23 March 2018 and the audited consolidated financial statements and the reports of the Directors and the auditor of the Company for the year ended 31 December 2017 (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 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 Shareholder 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 of repurchase of Shares 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 PERSONS

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>
2017		
February (on the Listing Date)*	3.51	3.44
March*	1.11	0.61
April	1.07	0.74
May	0.82	0.62
June	0.65	0.51
July	0.495	0.375
August	0.385	0.34
September	0.37	0.32
October	0.35	0.275
November	0.315	0.27
December	0.30	0.27
2018		
January	0.28	0.255
February	0.28	0.235
March (up to the Latest Practicable Date)	0.28	0.238

* 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 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 27 March 2017, 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 had also been informed by the Controlling Shareholders on 27 March 2017 that the completion of the vendor placing 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 THE 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 Thursday, 3 May 2018 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 the auditor of the Company for the year ended 31 December 2017.
2. To declare a final dividend of HK0.4 cents per share of the Company and a special dividend of HK0.8 cents per share of the Company for the year ended 31 December 2017.
3.
 - (a) To re-elect Mr. Chuang Chun Ngok Boris as an executive Director.
 - (b) To re-elect Mr. Lam Man Bun Alan as an independent non-executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
5. To re-appoint BDO Limited as the Company’s independent auditor and to authorise the Board to fix their remuneration.

AS SPECIAL BUSINESS

6. 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 GEM (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 (the “**Shares**” and 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;

NOTICE OF THE ANNUAL GENERAL MEETING

- (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 Rights 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.

NOTICE OF THE ANNUAL GENERAL MEETING

“**Rights 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 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 GEM 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 (the “SFC”) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the SFC, 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

NOTICE OF THE ANNUAL GENERAL MEETING

(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 6(A) and 6(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 6(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 6(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, 29 March 2018

NOTICE OF THE ANNUAL GENERAL MEETING

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 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/her proxy to attend and vote on his/her behalf. A Member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her 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/she 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 Member from attending and voting in person at the AGM or any adjournment thereof should he/she or 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/she or they 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 of members in respect of the joint holding. Several executors or administrators of a deceased Member 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 Friday, 27 April 2018 to Thursday, 3 May 2018, both days 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 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 Thursday, 26 April 2018.

NOTICE OF THE ANNUAL GENERAL MEETING

7. For determining the entitlement to the proposed final and special dividends payable to Members whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Wednesday, 9 May 2018, being the record date for determination of entitlement to the final and special dividends, the Company's register of members will be closed from Wednesday, 9 May 2018 to Thursday, 10 May 2018 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final and special dividends, all transfer documents accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Tuesday, 8 May 2018. The expected date of payment of the final and special dividends is on Friday, 21 May 2018.
8. 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 Members of the date, time and place of the rescheduled meeting.
9. If a Member 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 Thursday, 26 April 2018 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.