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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by GME Group Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”, and each a “**Director**”) of the Company proposes that certain amendments (the “**Proposed Amendments**”) be made to the existing amended and restated memorandum of association and the amended and restated articles of association of the Company (the “**Existing Memorandum and Articles**”) to, among other things, (i) conform to the Core Shareholder Protection Standards set out in Appendix 3 to the GEM Listing Rules (“**Appendix 3**”) which came into effect on 1 January 2022, (ii) reflect certain updates in relation to the applicable laws of the Cayman Islands and the GEM Listing Rules, and (iii) include other house-keeping amendments that are in line with the Proposed Amendments. Accordingly, the Board proposes to adopt a new set of memorandum of association and articles of association of the Company (the “**Amended Memorandum and Articles**”) in substitution for, and to the exclusion of, the Existing Memorandum and Articles.

The major areas of the Proposed Amendments that will be incorporated in the Amended Memorandum and Articles are summarised hereinbelow:

- a. to provide that an annual general meeting of the Company shall be held in each financial year and such annual general meeting must be held within six (6) months after the end of Company’s financial year, in line with Paragraph 14(1) of Appendix 3;

- b. to provide that an annual general meeting and any general meeting at which the passing of a special resolution is to be considered be called by written notice of not less than twenty-one (21) clear days and all other general meetings must be called by written notice of not less than fourteen (14) clear days (unless otherwise permitted by the applicable laws and the GEM Listing Rules and subject to the Amended Memorandum and Articles), in line with Paragraph 14(2) of Appendix 3;
- c. to provide that members shall have the rights to speak at a general meeting and vote at a general meeting except where a member is required by the GEM Listing Rules to abstain from voting to approve the matter under consideration, in line with Paragraph 14(3) of Appendix 3;
- d. to provide that members holding not less than one-tenth of the voting rights in the share capital of the Company, on a one vote per share basis, be able to convene an extraordinary general meeting for the transaction of any business or resolution specified in the relevant requisition and/or add resolutions to the agenda of a meeting, in line with Paragraph 14(5) of Appendix 3;
- e. to provide that the necessary approval in relation to a variation of share rights to be at least three-fourths of the issued shares of that class of shares, in line with Paragraph 15 of Appendix 3;
- f. to provide that the appointment and removal of auditors shall be approved by a majority of the members, in line with Paragraph 17 of Appendix 3;
- g. to provide that the remuneration of the auditor shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the members may determine, in line with Paragraph 17 of Appendix 3;
- h. to provide that where the office of auditor becomes vacant by the resignation or death of the auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the auditor so appointed, subject to compliance with the GEM Listing Rules. Any auditor appointed by the Directors pursuant to such article shall hold office until the next annual general meeting and shall be eligible for re-election;
- i. to provide that, unless otherwise determined by the Directors, the financial year end of the Company shall be 31 December in each year; and
- j. to make other housekeeping amendments in line with the Proposed Amendments, to better align with the wordings in and to reflect certain updates in relation to the applicable laws of the Cayman Islands and the GEM Listing Rules.

The Proposed Amendments and adoption of the Amended Memorandum and Articles are subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company on Friday, 19 May 2023 (the “**AGM**”). A circular containing, among other things, details of the Proposed Amendments brought about by the adoption of the Amended Memorandum and Articles and a notice convening the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 23 March 2023

As at the date of this announcement, the executive Directors are Mr. Chuang Chun Ngok Boris and Mr. Chuang Wei Chu and the independent non-executive Directors are Mr. Lam Man Bun Alan, Mr. Lau Chun Fai Douglas and Ir Ng Wai Ming Patrick.

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least seven days from the date of its posting and on the Company’s website at www.gmehk.com.