
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 and the accompanying 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)

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS
AND
(2) GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES
AND
(3) 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, 2 May 2019 at 4:00 p.m. at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 20 to 25 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 website 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 accompanying 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 will 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 2019

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.

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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 Thursday, 2 May 2019 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 20 to 25 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
“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)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“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 at the AGM 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

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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 deal with new Shares with the aggregate number not exceeding 20% of the aggregate number of Shares as at the date of the passing of the resolution granting such mandate
“Latest Practicable Date”	25 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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
“Nomination Committee”	the nomination committee of the Board
“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 (Winding up and Miscellaneous Provision) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“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 Shares 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), as amended, supplemented or otherwise modified from time to time
“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”	The Codes on Takeovers and Mergers and Share Buy-backs
“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 2019

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS
AND
(2) GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES
AND
(3) 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 resolutions to be proposed at the AGM, which include (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 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

Pursuant to Article 25 of the Articles of Association, Mr. Chuang Wei Chu (“**Mr. Stephen Chuang**”) and Ir Ng Wai Ming Patrick (“**Ir Patrick Ng**”) shall retire from office as Directors at the AGM and, being eligible, offer themselves for re-election at the AGM.

In accordance with code provision A.5.5 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules, the nomination procedures and process set out in the nomination policy of the Company and the Board diversity policy of the Company, the Nomination Committee and the Board have discussed the re-election of Mr. Stephen Chuang as an executive Director and Ir Patrick Ng as an independent non-executive Director. Mr. Stephen Chuang and Ir Patrick Ng have extensive experience in different fields and in particular, their integrity, educational background, professional skills and industrial knowledge are relevant to the construction’s business and contribute to the diversity of the Board. Ir Patrick Ng served the Company for more than 2 years as an independent non-executive Director and is familiar with the Group’s business. Based on Rule 5.09 of the GEM Listing Rules, Ir Patrick Ng has signed a confirmation of his independence. Please refer to the section headed “Nomination Committee” of the Corporate Governance Report set out in the 2018 Annual Report of the Company dated 25 March 2019 for details of the Company’s nomination policy and Board diversity policy.

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 as at the Latest Practicable Date 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 3 May 2018, 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 as at the date of the passing of the relevant resolution; 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.

LETTER FROM THE BOARD

At the annual general meeting of the Company held on 3 May 2018, 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 as at the date of the passing of the relevant resolution.

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 resolutions numbered 5(A) to 5(C) as set out in the notice of the AGM contained in pages 20 to 25 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 of the Cayman Islands 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.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 493,060,000 Shares of HK\$0.01 each.

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 493,060,000 Shares in issue at the Latest Practicable Date) would result in up to 98,612,000 new Shares being allotted, issued and dealt with by the Company.

According to 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.

4. AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on pages 20 to 25 of this circular.

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

A form of proxy for use by the Shareholders 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 accompanying 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 will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

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 general 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 of 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 Friday, 26 April 2019 to Thursday, 2 May 2019 (the “**closure period**”), both days inclusive, for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. 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 share 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, 25 April 2019.

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 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 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.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the AGM including (i) the re-election of retiring Directors; and (ii) the granting 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 the 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 (莊偉駒), aged 71, 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 our Controlling Shareholders. Mr. Stephen Chuang is primarily responsible for the overall development, strategic planning and major business decisions of our Group. He is also a director of GMEBVI and 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 People's Republic of China	Executive vice president	May 1978 – May 2002	Overseeing construction projects in Hong Kong and the People's Republic of 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, 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 the Predecessor Companies Ordinance	Inactive
Top World Engineering Limited	Engineering works	19 January 2001	Deregistration under the Predecessor Companies Ordinance	Inactive
GME International Trading Company Limited	Trading of raw materials and commodities	13 April 2018	Deregistration under the 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” or “Deregistration under the 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 or the Companies Ordinance (as the case may be) 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 or section 750 of the Companies Ordinance (as the case may be). 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 the Board, an executive Director, and one of our Controlling Shareholders.

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, unless and until terminated 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 for acting as the executive Director and discretionary bonus for the year ending 31 December 2019. 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 from the Company.

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 55.8% of the issued Shares.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ir NG Wai Ming Patrick (吳惠明), aged 59, was appointed as an independent non-executive Director on 10 February 2017. He is the chairman of the Nomination Committee.

Ir Patrick Ng is currently the managing director of Asia Engineering (HK) Limited, which is principally engaged in providing building, civil, geotechnical and environmental engineering consultancy services, where he is responsible for overall business and project management, the director of Asia Engineering Construction Limited, which is principally engaged in buildings, demolition, foundation, ground investigation and site formation works, where he is responsible for overall business and project management. He is also the vice president, engineering of the Asia Insurance Co., Ltd., a general insurer, where he is responsible for insurance advice on engineering projects, since April 2012. Ir Patrick Ng has over 30 years of experience in building, civil, environmental and geotechnical engineering projects.

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

Ir Patrick Ng graduated from The Victoria University of Manchester (now the University of Manchester) in the United Kingdom, with a degree of Bachelor of Science in July 1982. He also obtained a Master of Business from The University of Newcastle in Australia in September 2006.

Prior to joining the Group, Ir Patrick Ng's working experience includes:

Name of company	Principal business	Last position held	Period of service	Responsibilities
Maunsell Consultants Asia Ltd	Engineering, planning and project management services	Senior engineer	March 1991 – August 1994	Managing multi disciplinary teams, tendering evaluation and reporting and liaising with Hong Kong Government Works and Policy Branch departments
Mass Transit Railway Corporation (stock code: 0066)	Railway operator	Senior coordination engineer (civil)	August 1994 – July 1997	Coordinating and solving problems on a number of major multi-discipline works covering large stations, tunnels and viaducts
Kowloon-Canton Railway Corporation	Provision of railway services	Project engineer (executive grade)	January 1998 – January 2005	Completing construction projects, technical study and construction management
Chun Wo Holdings Limited	Construction of all categories, property development, property management, security services and bioscience	General manager – corporate development & human resources	February 2005 – February 2007	Operation of the company's departments of human resources, staff development, corporate communication, administration, company secretary and technical secretary
Atkins China Ltd	Design, engineering and project management consultancy services	Technical director	April 2007 – August 2008	Business development, technical advice and management of infrastructure and environment projects
GHD Limited	Engineering, architecture and environmental consultancy services	Office manager	September 2008 – April 2011	Acting as project director for key railway and building projects, building the company's relationships with clients

Ir Patrick Ng has served on the Contractors Registration Committee Panel and Contractors Registration Committee of the Buildings Department in Hong Kong. He is currently the academic adviser of the Department of Civil Engineering of Chu Hai College of Higher Education. He was a member of the Election Committee of the National People's Congress, the People's Republic of China for the year 2012. He is currently the member of the 11th Nanning Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議廣西省南寧市第十一屆委員會).

Ir Patrick Ng is currently a Registered Professional Engineer (Building, Civil, Environmental, Geotechnical) under the Engineers Registration Board and a Registered Geotechnical Engineer and Registered Structural Engineer under the Buildings Ordinance. He is a member and a fellow of the Hong Kong Institution of Engineers since May 1988 and February 1998 respectively, a member of the Hong Kong Institute of Construction Managers (formerly known as Hong Kong Institute of Builders) since November 2015, and is currently an Authorised Signatory on the Register of General Building Contractors and the Register of Specialist Contractors (Sub-register of Foundation Works Category, Sub-register of Demolition Works Category, Sub-register of Site Formation Works Category and Sub-register of Ground Investigation Field Works Category).

Ir Patrick Ng is one of the recipients of the first prize and third prize for the Civil Engineering Paper of the Year 2003 Awards awarded by The Hong Kong Institution of Engineers Civil Division.

Ir Patrick Ng was a director of Cheer Young Investment Limited (“**Cheer Young**”) which was a company incorporated in Hong Kong and dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance on 1 February 2002 as it was inactive. Prior to its deregistration, Cheer Young was principally engaged in investment. Ir Patrick Ng confirmed that Cheer Young was solvent at the time of its dissolution and so far as he was aware, no claim has been or will be made against him as a result of such dissolution.

Ir Patrick Ng entered into a letter of appointment with the Company on 10 February 2017 as an independent non-executive Director. Ir Patrick Ng may terminate his 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 2019. 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, Ir Patrick Ng is not entitled to any other emoluments.

As at the Latest Practicable Date, Ir Ng confirmed 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, Ir Ng 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. Therefore, the Board considered Ir Patrick Ng to be independent.

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 493,060,000 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 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 49,306,000 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 following the AGM 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.

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.

SOURCE OF FUNDS

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

EFFECT OF EXERCISING THE REPURCHASE MANDATE

On the basis of the Company's current financial position as disclosed in the 2018 annual result announcement dated 25 March 2019 and the audited consolidated financial statements and the reports of the Directors and the auditor of the Company for the year ended 31 December 2018 (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 Rule 32 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(s) 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 55.8% of the issued Shares 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 55.8% of the issued Shares, as at Latest Practicable Date. If the Repurchase Mandate is exercised in full, the interest of the Controlling Shareholders would be increased from 55.8% to approximately 62.0%. Such increase would not give rise to an obligation for the Controlling Shareholders to make a mandatory 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 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

The Company repurchased an aggregate of 6,940,000 Shares on the Stock Exchange in the six months preceding the Latest Practicable Date, with details as follows:

Repurchase Date	No. of Shares	Purchase price per Share	
		Highest	Lowest
		<i>HK\$</i>	<i>HK\$</i>
21 November 2018	16,000	0.100	0.100
23 November 2018	144,000	0.106	0.105
28 November 2018	76,000	0.118	0.118
5 December 2018	32,000	0.134	0.134
10 December 2018	500,000	0.148	0.148
11 December 2018	500,000	0.148	0.148
12 December 2018	500,000	0.145	0.145
20 December 2018	168,000	0.142	0.142
27 December 2018	80,000	0.140	0.140
31 December 2018	120,000	0.140	0.140
2 January 2019	16,000	0.139	0.139
4 January 2019	400,000	0.141	0.141
7 January 2019	500,000	0.141	0.141
10 January 2019	400,000	0.142	0.142
14 January 2019	1,000,000	0.143	0.141
15 January 2019	476,000	0.140	0.140
17 January 2019	812,000	0.145	0.143
18 January 2019	600,000	0.144	0.144
21 January 2019	600,000	0.149	0.149
	<u>6,940,000</u>		

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the 12 months prior and up to the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
March	0.271	0.230
April	0.246	0.226
May	0.234	0.210
June	0.220	0.188
July	0.190	0.149
August	0.149	0.122
September	0.145	0.120
October	0.126	0.093
November	0.126	0.092
December	0.152	0.139
2019		
January	0.148	0.139
February	0.145	0.130
March (up to the Latest Practicable Date)	0.138	0.126

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, 2 May 2019 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 2018.
2. (a) To re-elect Mr. Chuang Wei Chu as an executive Director.
(b) To re-elect Ir Ng Wai Ming Patrick 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 auditor 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 of the Company:
 - (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 (as hereinafter defined) 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 hereinafter defined);
 - (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 in accordance with the articles of association of the Company (“**Articles of Association**”);

shall not exceed 20% of the aggregate number of Shares 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 of the Company 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 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 of the Company 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, 29 March 2019

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's 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.
6. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 26 April 2019 to Thursday, 2 May 2019, 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, 25 April 2019.

NOTICE OF THE ANNUAL GENERAL MEETING

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 Members of the date, time and place of the rescheduled meeting.

8. If a Member wishes to nominate a person other than the existing Directors to stand for election as a Director, the following documents must be validly lodged no later than 4:00 p.m. on Thursday, 25 April 2019 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.