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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of GME Group Holdings Limited (the “Company”) will be held Room 1001-2, 10/F, 148 Electric Road, Hong Kong on Friday, 24 May 2024 at 5:00 p.m or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be convened for the same day and place, whichever is later, to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1 “THAT

- (a) subject to The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the shares in the capital of the Company (“**Shares**”) which may fall to be issued and allotted pursuant to the vesting of the awarded shares or in respect of the exercise of any options granted under the share scheme of the Company (the rules of which are contained in the document marked “A” produced to the EGM and signed by the chairman of the EGM for the purpose of identification) (“**Share Scheme**”), the Share Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Scheme including without limitation:
  - (i) to administer the Share Scheme under which award or options will be granted to eligible participants under the Share Scheme;

- (ii) to modify and/or amend the Share Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Scheme relating to modification and/or amendment;
  - (iii) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the vesting of the awarded shares and/or pursuant to the exercise of the options granted under the Share Scheme and subject to the Rules Governing the Listing of Securities on GEM of the Stock Exchange;
  - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be issued and allotted pursuant to the vesting of the awarded shares and/or pursuant to the exercise of the options granted under the Share Scheme; and
  - (v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Scheme; and
- (b) the Scheme Mandate Limit (as defined in the Share Scheme) being 10% of the number of Shares in issue as at the date of passing of this resolution be and is hereby approved.”

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

Hong Kong, 9 May 2024

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the EGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The register of members of the Company will be closed from Monday, 20 May 2024 to Friday, 24 May 2024, both dates inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the EGM, all transfer documents, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 17 May 2024.
7. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 7:30 a.m. on the date of the EGM, then the EGM will be adjourned in accordance with the existing amended and restated articles of association of the Company and the shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notices thereof pursuant to the existing amended and restated articles of association of the Company.
8. A form of proxy for use by shareholders of the Company at the EGM is enclosed in this circular.

*As at the date of this notice, the directors of the Company are:*

*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

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

Room 1001-2, 10/F

148 Electric Road

Hong Kong

*This notice, 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 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 notice 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 notice misleading.*

*This notice will remain on the “Latest Listed Company Information” page of the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its posting and on the Company’s website at [www.gmehk.com](http://www.gmehk.com).*