



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)

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| Number of shares to which this from of proxy relates ^(Note 1) | |
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FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 19 MAY 2023 (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 2) _____
being the registered holder(s) of shares in the issued share capital of GME Group Holdings Limited (the "Company") HEREBY APPOINT ^(Note 4) the
Chairman of the meeting or _____
(of _____) as my/our proxy/proxies to attend, act and vote for me/us and on my/our
behalf as directed below at the annual general meeting (the "AGM") of the Company to be held at Room 1001-2, 10/F, 148 Electric Road, Hong Kong on
Friday, 19 May 2023 at 4:00 p.m. (or at any adjournment thereof) on the resolutions referred to in the notice convening the AGM as indicated below. In the
absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

| ORDINARY RESOLUTIONS | | FOR ^(Note 5) | AGAINST ^(Note 5) |
|----------------------|---|-------------------------|-----------------------------|
| 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", each a "Director") and the auditor of the Company for the year ended 31 December 2022. | | |
| 2(a). | To re-elect Mr. Chuang Chun Ngok Boris as an executive Director. | | |
| 2(b). | To re-elect Mr. Lam Man Bun Alan 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. | | |
| 5(A). | To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company with an aggregate number of not exceeding 20% of the number of shares of the Company in issue at the date of passing of this resolution. ^(Note 6) | | |
| 5(B). | To grant a general mandate to the Directors to repurchase shares of the Company of which an aggregate number of not exceeding 10% of the number of shares of the Company in issue as at the date of passing of this resolution. ^(Note 6) | | |
| 5(C). | To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company under resolution numbered 5(A) to include the number of shares of the Company repurchased pursuant to the general mandate to repurchase shares under resolution numbered 5(B). ^(Note 6) | | |
| SPECIAL RESOLUTION | | FOR ^(Note 5) | AGAINST ^(Note 5) |
| 6. | To approve and adopt the second amended and restated memorandum and articles of association of the Company. ^(Note 6) | | |

Date this _____ day of _____ 2023. Signature(s) ^(Note 7) _____

Notes:

- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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.
- If any proxy other than the Chairman is preferred, please strike out "the Chairman of the meeting" here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to tick either box of a resolution will entitle your proxy to vote for or against the resolution or to abstain from voting on the resolution at his/her or their discretion. Your proxy will also be entitled to vote at his/her or their discretion on any resolution properly put to the AGM (or any adjournment thereof) other than the resolutions referred to in the notice convening the AGM.
- The full text of the resolutions 5(A), 5(B), 5(C) and 6 are set out in the notice of the AGM, which is contained in the circular of the Company dated 30 March 2023 and dispatched to the Member together with this form of proxy.
- This instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation either under its seal or under the hand of any officer, attorney or other person authorised to sign the same. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 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 they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
This form of proxy is made in English and Chinese. In case of inconsistency, the English version shall prevail.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.