
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental 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)

**SUPPLEMENTAL CIRCULAR
IN RELATION TO
PROPOSAL FOR
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This supplemental circular should be read together with the circular of the Company dated 30 March 2023.

A letter from the Board is set out on pages 1 to 3 of this supplemental circular.

A notice convening the AGM to be held on Friday, 19 May 2023 at 4:00 p.m. at Room 1001-2, 10/F, 148 Electric Road, Hong Kong was despatched on 30 March 2023.

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 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 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 supplemental circular 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.

25 April 2023

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.

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

25 April 2023

To the Shareholders,

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO
PROPOSAL FOR
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

INTRODUCTION

This supplemental circular should be read together with the circular of GME Group Holdings Limited (the “**Company**”) dated 30 March 2023 (the “**Circular**”) that contains all the information relating to the resolutions to be proposed at the annual general meeting 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 (the “**AGM**”) which include, among other things, the Proposed Amendments and the proposed adoption of the Amended Memorandum and Articles. Unless otherwise defined, the terms used in this supplemental circular shall have the same meaning as those defined in the Circular. This supplemental circular is to provide you with further details on the Proposed Amendments.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to (i) the announcement of the Company regarding the Proposed Amendments dated 23 March 2023 and (ii) the proposed Amended Memorandum and Articles set out in Appendix III to the Circular.

The Board wishes to clarify that the following amendment to the Existing Memorandum and Articles should form part of the Proposed Amendments and therefore should be included in the proposed Amended Memorandum and Articles in Appendix III to the Circular:

Article	Original Proposed Amendment	New Proposed Amendment
46.1	At the annual general meeting or a subsequent extraordinary general meeting in each year, the Members shall <u>by Ordinary Resolution</u> appoint an Auditor to audit the accounts of the Company and such Auditor shall hold office until the next annual general meeting. Such Auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.	At the annual general meeting or a subsequent extraordinary general meeting in each year, the Members shall <u>by Ordinary Resolution</u> appoint an Auditor to audit the accounts of the Company and such Auditor shall hold office <u>from the conclusion of that meeting</u> until the next annual general meeting. Such Auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

Save for the above amendments, the other Proposed Amendments shall remain unchanged. For details of all the other Proposed Amendments, please refer to Appendix III to the Circular.

The Proposed Amendments and the proposed adoption of the Amended Memorandum and Articles are subject to the Shareholders' approval by way of a special resolution at the AGM, details of which are set out in the proposed special resolution in agenda item no. 6 in the notice of the AGM which was despatched on 30 March 2023.

The notice of the AGM and the form of proxy as set out in the Circular remain valid as there is no change in the resolutions therein, therefore no supplemental notice of AGM or supplemental form of proxy is enclosed to this supplemental circular.

LETTER FROM THE BOARD

AGM

A notice for convening the AGM to be held at Room 1001-2, 10/F, 148 Electric Road, Hong Kong on Friday, 19 May 2023 at 4:00 p.m., was despatched on 30 March 2023. The AGM will be held to seek the Shareholders' approval for, among other things, the resolution on the Proposed Amendments and the adoption of the Amended Memorandum and Articles. Voting on the aforesaid resolution will be taken by poll in accordance with the requirements of the GEM Listing Rules. Please refer to the notice of AGM dated 30 March 2023 for details of the other resolutions to be proposed at the AGM.

Whether or not you are able or intend to attend the AGM, you are requested to complete and return the form of proxy accompanying the Circular in accordance with the instructions printed thereon to the Company's branch share registrar 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 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.

RECOMMENDATION

The Directors consider that the amendments as set out in this supplemental circular together with the other Proposed Amendments and the proposed adoption of the Amended Memorandum and Articles 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 resolution to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 misleading.

Yours faithfully,
By Order of the Board
GME Group Holdings Limited
Chuang Chun Ngok Boris
Chairman and executive Director