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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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of GME Group Holdings Limited (the "**Company**") will be held on the 41/F, United Asia Finance Centre, 333 Lockhart Road, Wan Chai, Hong Kong on Friday, 22 May 2026 at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

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 "**Director(s)**") and the auditor of the Company for the year ended 31 December 2025.

2. To declare a final dividend of HK$4.0 cents per share of the Company for the year ended 31 December 2025.

3. (a) To re-elect Ms. Chuang Yau Ka as a non-executive Director.

   (b) To re-elect Mr. Lau Chun Fai Douglas as an independent non-executive Director.

4. To authorise the board of Directors (the "**Board**") to fix the respective Directors' remuneration.

5. To re-appoint BDO Limited as the Company's independent auditor and to authorise the Board to fix their remuneration.

6. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the shareholders of the Company (the "**Shareholders**"):

(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 "**Share(s)**") 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;

(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 second amended and restated articles of association of the Company ("**Articles of Association**");

shall not exceed 20% of the aggregate number of Shares in issue (excluding treasury shares) 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 in 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);

(e) any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations."

(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 (excluding treasury shares) as at the date of passing of this resolution and the mandate pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(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 in general meeting."

(C) "**That** subject to the passing of the resolutions set out in item 6(A) and 6(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 6(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 6(B) of the Notice, provided that such number shall not exceed 10% of the aggregate number of the Shares in issue (excluding treasury shares) as at the date of passing of this resolution."

SPECIAL RESOLUTION

7. To, as special business, consider and, if thought fit, pass the following resolution as a special resolution of the Company:

"**THAT**

(a) the amendments (the "**Proposed Amendments**") proposed to be made to the second amended and restated memorandum of association of the Company and the Articles of Association (the "**Existing Memorandum and Articles**") as detailed in Appendix III to the circular of the Company dated 29 April 2026 be and are hereby approved;

(b) the new set of third amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments (the "**Amended Memorandum and Articles**"), a copy of which has been produced to the AGM and marked "A" and initialled by the chairman of the AGM for identification purposes, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Existing Memorandum and Articles in their entirety with immediate effect;

(c) any one Director or the company secretary of the Company be and is hereby authorised severally to do all such acts as he/she deems fit to effect the adoption of the Amended Memorandum and Articles and to make the relevant registration and filing in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong; and

(d) the registered office provider of the Company be and is hereby authorised to do all such acts and attend to all necessary filings in order to give effect to the adoption of the Amended Memorandum and Articles."

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

Hong Kong, 29 April 2026

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 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.

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 will be closed from Monday, 18 May 2026 to Friday, 22 May 2026, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 15 May 2026.

7. For determining the entitlement to the proposed final dividends payable to Members whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Thursday, 28 May 2026, being the record date for determination of entitlement to the final dividends, the Company's register of members will be closed from Friday, 29 May 2026 to Monday, 1 June 2026 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividends, all transfer documents accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Thursday, 28 May 2026. The expected date of payment of the final dividends is on Thursday, 18 June 2026.

8. 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.

9. 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 Friday, 15 May 2026 at the principal place of business of the Company in Hong Kong on the 41/F, United Asia Finance Centre, 333 Lockhart Road, Wan Chai, Hong Kong, or at the branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

As at the date of this announcement, the executive Directors are Mr. Chuang Chun Ngok Boris and Mr. Chuang Wei Chu, the non-executive Director is Ms. Chuang Yau Ka, 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 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 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