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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)

GRANT OF SHARE AWARDS PURSUANT TO SHARE SCHEME

Pursuant to Rule 23.06A of the GEM Listing Rules, the Board is pleased to announce that on 14 June 2024, the Board resolved to grant an aggregate of 4,600,000 Awarded Shares to 9 Grantees in accordance with the terms of the Share Scheme to incentivise and reward their contributions to the Group's growth and development. The Awarded Shares represent approximately 0.94% of the Shares in issue as at the date of this announcement.

Pursuant to Rule 23.06A of the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the board (the "**Board**") of directors (the "**Director(s)**") of GME Group Holdings Limited (the "**Company**") is pleased to announce that on 14 June 2024, the Board resolved to award and grant an aggregate of 4,600,000 new ordinary shares (the "**Shares**") of HK\$0.01 each in the share capital of the Company (the "**Share Awards**"), credited as fully paid at a price of HK\$0.01 each, as an incentive bonus to 9 employees (the "**Grantees**") of the Company and its subsidiaries (collectively referred to as the "**Group**"). The Grantees are the employee participants (the "**Employee Participants**") under the share scheme of the Company (the "**Share Scheme**"), which was adopted on 24 May 2024. The Share Awards are in accordance with the terms of the Share Scheme to incentivise and reward their contributions to the Group's growth and development.

GRANT OF SHARE AWARDS

Details of the grant of Share Awards pursuant to the Share Scheme are set out below:

1. Grant Date

14 June 2024

2. Grantees

The Share Awards are granted to Employee Participants under the Share Scheme.

The grant of the Share Awards would not be subject to approval by the shareholders of the Company (the “**Shareholders**”) in the general meeting. To the best knowledge of the Directors, as of the date of this announcement, none of the Grantees is (i) a director, chief executive or substantial shareholder of the Company, or an associate (as defined under the GEM Listing Rules) of any of them; (ii) a participant with options and awards granted and to be granted exceeding 1% individual limit under the GEM Listing Rules; or (iii) a related entity participant or service provider of the Company.

The grant of the Share Awards would not result in the Shares issued and to be issued in respect of all options and awards granted to each grantee in the 12-month period up to and including the date of such grant in aggregate to be over 1% of the Shares in issue.

3. Total number of Awarded Shares granted

The Share Awards involving 4,600,000 Shares (the “**Awarded Shares**”) have been granted to the Grantees.

4. Purchase price of the Awarded Shares granted

Nil

5. Market price of the Shares on the date of grant

The closing price of the Shares on the date of grant was HK\$0.265 per Share.

6. Vesting period

All of the Awarded Shares to each of the Grantees have a vesting period of 12 months (vesting on 14 June 2025).

7. Performance target

There are no performance targets attached to the Share Awards granted.

The purpose of the Share Scheme is to provide the Company with a flexible means of attracting, remunerating, incentivising, retaining, rewarding, compensating and/or providing benefits to Employee Participants through aligning their interests with those of the Company and Shareholders. The Share Scheme will provide the Employee Participants with an opportunity to have a personal stake in the Company and will help to motivate the Employee Participants in optimising their performance and efficiency and thereby, encouraging the Employee Participants to contribute to the long-term growth, performance and profits of the Company and to enhance the value of the Company and its Shares for the benefit of the Company and Shareholders as a whole. The Share Scheme can also attract and retain Employee Participants whose contributions are important to the long-term growth of the Group.

In view of the above, the Board and the remuneration committee of the Board considered that the grant of Share Awards aligns with the purpose of the Share Scheme.

8. Clawback mechanism

There is no clawback mechanism to recover or withhold the remuneration with regard to the Awarded Shares granted to the Employee Participants.

9. Financial assistance

The Group did not provide any financial assistance to the Grantees for the purchase of Shares under the Share Scheme.

10. Purpose of the grant

The purpose of the grant of the Awarded Shares is to incentivise and reward to the contributions of the Employee Participants to the Group's growth and development, through aligning their interests with those of the Company and Shareholders.

In view of the above, the Board and the remuneration committee of the Board considered that the grant of Share Awards aligns with the purpose of the Share Scheme.

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

As at the date of this announcement, upon the grant of the above Awarded Shares, the number of Shares available for future grant under the Share Scheme is 44,180,800 Shares.

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

Hong Kong, 14 June 2024

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 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 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 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.