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Amuse Group Holding Limited

佰悅集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8545)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 13 AUGUST 2019 AND RETIREMENT OF DIRECTOR

The Board is pleased to announce that all the resolutions proposed were duly passed by way of poll at the AGM held on 13 August 2019.

The board of directors (the “**Board**”) of Amuse Group Holding Limited (the “**Company**”) is pleased to announce that all the resolutions proposed were duly passed by way of poll at the annual general meeting of the Company held on 13 August 2019 (the “**AGM**”).

Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the issued share capital of the Company comprised 1,000,000,000 shares of HK\$0.01 each (the “**Shares**”), which was the total number of Shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. There were no Shares entitling any shareholder of the Company to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). No shareholder of the Company was required under the GEM Listing Rules to abstain from voting at the AGM. None of the shareholders of the Company stated their intention in the Company’s circular dated 28 June 2019 to vote against or to abstain from voting on any of the resolutions at the AGM.

The poll results in respect of all the resolutions proposed at the AGM were as follows:

Ordinary Resolutions ^{Note 1}		No. of Votes (Approximate %) ^{Note 2}	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “ Directors ”) and the auditor of the Company (the “ Auditor ”) for the year ended 31 March 2019.	661,224,327 (100%)	0 (0%)
2.	To re-appoint KPMG as Auditor and authorise the board of Directors to fix its remuneration.	661,224,327 (100%)	0 (0%)
3.	To re-elect the following persons as Directors:		
	(a) To re-elect Mr. Li Wai Keung as an executive Director.	661,224,327 (100%)	0 (0%)
	(b) To re-elect Mr. To Hoi Pan as an executive Director.	661,224,327 (100%)	0 (0%)
	(c) To re-elect Mr. Na Zhiming as non-executive Director.	16,327 (0.01%)	661,208,000 (99.99%)
	(d) To re-elect Mr. Yu Pui Hang as an independent non-executive Director.	661,224,327 (100%)	0 (0%)
4.	To authorise the board of Directors to fix the respective Directors’ remuneration.	661,224,327 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to allot, issue, and deal with additional shares of the Company not exceeding 20% of the total number of the issued shares of the Company as at the date of passing this resolution.	661,216,327 (99.99%)	8,000 (0.01%)
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of the issued shares of the Company as at the date of passing this resolution.	661,216,327 (99.99%)	8,000 (0.01%)
7.	To extend the general mandate granted under resolution no. 5 by adding the shares of the Company repurchased pursuant to the general mandate granted by resolution no. 6.	661,216,327 (99.99%)	8,000 (0.01%)

Notes:

1. Full text of the resolutions was set out in the notice of AGM dated 28 June 2019.
2. All percentages are rounded up to two decimal places.

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 7 except the resolution numbered 3(c), the resolutions numbered 1 to 7 except the resolution numbered 3(c) were duly passed as ordinary resolutions of the Company at the AGM.

RETIREMENT OF DIRECTOR

As the resolution numbered 3(c) for the re-election of Mr. Na Zhiming (“**Mr. Na**”) as director of the Company was not passed at the AGM, Mr. Na retired as a non-executive director of the Company at the conclusion of the AGM.

The Board expresses its sincere gratitude to Mr. Na for his valuable contribution to the Company during his tenure of office.

By order of the Board
Amuse Group Holding Limited
Li Wai Keung
Chairman and Executive Director

Hong Kong, 13 August 2019

As at the date of this announcement, the Board comprises Mr. Li Wai Keung, Mr. To Hoi Pan and Ms. Lee Kwai Fong as executive Directors; and Mr. Yu Pui Hang, Mr. Tung Man and Ms. Chow Chi Ling Janice as independent non-executive Directors.

This notice, 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 notice is accurate and complete in all material respects and not misleading or deceptive, opinions expressed in this notice have been arrived at after due and careful consideration, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will be published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk, the GEM website at www.hkgem.com, on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company’s website at www.amusegroupholding.com.