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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)

DISCLOSEABLE TRANSACTION
COMPLETION OF ACQUISITION OF 30% OF THE ISSUED SHARE
CAPITAL OF THE TARGET COMPANY
INVOLVING ISSUE OF CONSIDERATION SHARES
UNDER GENERAL MANDATE

Financial adviser to the Company



Reference is made to the announcement of Amuse Group Holding Limited (the “**Company**”) dated 25 April 2022 (the “**Announcement**”) in relation to the Acquisition and the issuance of Consideration Shares under the General Mandate. Terms defined in the Announcement shall have the same meanings when used herein.

COMPLETION OF ACQUISITION AND ISSUE OF CONSIDERATION SHARES
UNDER THE GENERAL MANDATE

The Board is pleased to announce that all conditions precedent in respect of the Acquisition as set out in the Announcement were fulfilled and that the Completion took place on 5 May 2022.

Immediately before the Completion, the Company had 1,000,000,000 Shares in issue. Upon the Completion, a total of 192,307,692 new Shares, representing approximately 16.13% of the issued share capital of the Company as at the date of this announcement (as enlarged by the issue of the Consideration Shares), have been duly allotted and issued as fully paid to the nominee of Vendor A (Chu Guigui* (褚桂桂)), namely Ms. Lin Weiyi* (林煒儀) (“**Vendor A’s Nominee**”), and the nominee of Vendor B (Zhu Rongzheng* (朱榮政)), namely Mr. Liu Jun* (劉峻) (“**Vendor B’s Nominee**”), respectively, at the Issue Price of HK\$0.052 each under the General Mandate. As confirmed by the Vendors and their respective nominees, and to the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, each of the Vendors, Vendor A’s Nominee and Vendor B’s Nominee is an Independent Third Party, save for their respective interest in the Consideration Shares.

Set out below for illustrative purposes is the shareholding structure of the Company (i) immediately before the Completion; and (ii) immediately after the Completion.

	(i) Immediately before the Completion		(ii) Immediately after the Completion	
	<i>No. of Shares</i>	<i>approx.%</i>	<i>No. of Shares</i>	<i>approx.%</i>
Infinite Force Holdings Ltd. (<i>Note 1</i>)	180,800,000	18.08%	180,800,000	15.16%
Vendor A’s Nominee	—	—	144,230,769	12.10%
Vendor B’s Nominee	—	—	48,076,923	4.03%
Other public Shareholders	<u>819,200,000</u>	<u>81.92%</u>	<u>819,200,000</u>	<u>68.71%</u>
Total	<u>1,000,000,000</u>	<u>100.00%</u>	<u>1,192,307,692</u>	<u>100.00%</u>

Note 1: Infinite Force Holdings Ltd., a company incorporated in the BVI on 18 October 2016 and an investment holding company, is wholly and beneficially owned by Mr. Li Wai Keung who is the chairman and an executive Director of the Company. Therefore, Mr. Li Wai Keung is deemed to be interested in the 180,800,000 Shares held by Infinite Force Holdings Ltd. by virtue of his 100% shareholding interest in Infinite Force Holdings Ltd..

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

Hong Kong, 5 May 2022

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; Mr. Lee Ming Yeung Michael, Mr. Wei Qing and Mr. Chu Wai Tak as non-executive Directors; and Mr. Yu Pui Hang, Ms. Ren Hongyan, Ms. Chow Chi Ling Janice and Ms. Kwok Wai Ling as independent non-executive Directors.

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.

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