

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON
12 AUGUST 2022;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ADOPTION OF NEW ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Amuse Group Holding Limited (the “**Company**”) is pleased to announce that, save and except for the resolution numbered 3(a) (regarding the re-election of Ms. Ren Hongyan as an independent non-executive Director), all the proposed resolutions (the “**Resolutions**”) as set out in the AGM Notice were duly passed by the Shareholders by way of poll as ordinary resolutions and special resolution at the AGM held at 11:00 a.m. on Friday, 12 August 2022 at 10/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong (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 1,192,307,692 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 (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). 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 29 June 2022 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 2022.	137,800,072 (100%)	0 (0%)
2.	To re-appoint Grant Thornton Hong Kong Limited as Auditor and authorise the board of Directors to fix its remuneration.	137,800,072 (100%)	0 (0%)
3.	To re-elect the following persons as Directors:		
	(a) To re-elect Ms. Ren Hongyan as an independent non-executive Director.	72 (0.01%)	137,800,000 (99.99%)
	(b) To re-elect Ms. Chow Chi Ling Janice an independent non-executive Director.	137,800,072 (100%)	0 (0%)
	(c) To re-elect Mr. Yu Pui Hang as an independent non-executive Director.	137,800,072 (100%)	0 (0%)
4.	To authorise the board of Directors to fix the respective Directors’ remuneration.	137,800,072 (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.	137,800,072 (100%)	0 (0%)
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.	137,800,072 (100%)	0 (0%)
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.	137,800,072 (100%)	0 (0%)
Special Resolution ^{Note 1}		For	Against
8.	To approve the proposed adoption of the second amended and restated memorandum and articles of association of the Company.	137,800,072 (100%)	0 (0%)

Notes:

1. Full text of the resolutions was set out in the notice of AGM dated 29 June 2022.
2. All percentages are rounded up to two decimal places.

As more than 75% of the votes were cast in favour of each of the resolutions numbered 1 to 8 except the resolution numbered 3(a), the resolutions numbered 1 to 8 except the resolution numbered 3(a) were duly passed as ordinary resolutions and special resolution of the Company at the AGM.

The following Directors, namely, Mr. Li Wai Keung, Mr. To Hoi Pan, Ms. Lee Kwai Fong and Ms. Kwok Wai Ling attended the AGM in person.

RETIREMENT OF DIRECTOR

As the resolution numbered 3(a) for the re-election of Ms. Ren Hongyan (“**Ms. Ren**”) as Director was not passed at the AGM, Ms. Ren retired as an independent non-executive Director at the conclusion of the AGM.

The Board has confirmed that apart from the foregoing, it is not aware of any matter in relation to the retirement of Ms. Ren from her directorship that needs to be brought to the attention of the shareholders of the Company.

The Board expresses its sincere gratitude to Ms. Ren for her valuable contribution to the Company during her tenure of office.

Following the retirement of Ms. Ren, she ceased to be the chairman of the nomination committee of the Company and a member of each of the remuneration committee and the audit committee of the Company.

Following the above changes, the Company will fail to meet the following requirements of the GEM Listing Rules:

- (i) Rule 5.28 of the GEM Listing Rules that the audit committee of the Company must comprise a minimum of three members;
- (ii) Rule 5.36A of the GEM Listing Rules that the nomination committee of the Company must be chaired by the chairman of the Board or an independent non-executive Director, and comprise a majority of independent non-executive Directors.

In order to ensure compliance with the GEM Listing Rules, the Company will use its best endeavours to identify suitable candidate(s) to fill the vacancies as soon as practicable and in any event within three months from 12 August 2022 as required under the GEM Listing Rules. Further announcement(s) will be made in relation to such appointments and changes as and when appropriate in accordance with the GEM Listing Rules.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION

The adoption of the New Articles of Association has been approved by the shareholders by way of a special resolution at the AGM. The full text of the New Articles of Association will be published on the websites of the Company and the Stock Exchange.

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

Hong Kong, 12 August 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. 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.

This announcement 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.

* *For identification purpose only*