

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



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 ACQUISITION OF PROPERTY

THE ACQUISITION

The Board announces that on 15 August 2025 (after trading hours), the Purchaser, a wholly-owned subsidiary of the Company, entered into the Provisional Agreement with the Vendor, an Independent Third Party, in relation to the acquisition of the Property at the Consideration of HK\$4,800,000.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as calculated in accordance with Rule 19.07 of the GEM Listing Rules) are more than 5% but all applicable percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under the GEM Listing Rules.

As Completion is subject to and conditional upon fulfilment or waiver (as the case maybe) of the conditions precedent set out in the Provisional Agreement and the Completion may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

INTRODUCTION

The Board announces that on 15 August 2025 (after trading hours), the Purchaser, a wholly-owned subsidiary of the Company, entered into the Provisional Agreement with the Vendor, an Independent Third Party, in relation to the acquisition of the Property at the Consideration of HK\$4,800,000.

THE PROVISIONAL AGREEMENT

- Date: 15 August 2025 (after trading hours)
- Vendor: Wu King Wing (胡景榮), holder of Hong Kong identity card, who holds the Property prior to the Acquisition.
- Purchaser: Sentinel International Co. Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company.
- Property to acquire: Workshop No. 7, located at 7th Floor of Wang Lung Industrial Building, No. 11 Lung Tak Street, Tsuen Wan, New Territories.

The Property will be acquired on “as is” basis.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Vendor and her associates are third parties independent of the Company and its Connected Persons.

Consideration

The Consideration of HK\$4,800,000 was determined after arm’s length negotiation between the Vendor and the Purchaser on normal commercial terms. The Consideration is/shall be payable by the Purchaser to the Vendor in the following manner:

- (i) an initial deposit of HK\$240,000 was paid by the Purchaser to the Vendor upon signing of the Provisional Agreement;
- (ii) a further deposit of HK\$240,000 shall be paid by the Purchaser to the Vendor on or before 29 August 2025; and
- (iii) the balance of HK\$4,320,000 shall be paid by the Purchaser to the Vendor upon completion of the Acquisition on or before 14 October 2025.

Formal agreement for the Acquisition shall be signed on or before 29 August 2025 or a later date as agreed between the parties.

The Directors (including the independent non-executive Directors) consider the Consideration is fair and reasonable and on normal commercial terms and is in the interests of the Company and the Shareholders as a whole.

The Consideration will be financed by internal resources and/or bank facilities available to the Group.

Completion

Completion shall take place on or before 14 October 2025. The Vendor shall deliver vacant possession of the Property to the Purchaser upon Completion.

Should the Purchaser fails to complete the Acquisition in accordance with the Provisional Agreement, the deposits, to the extent already paid by the Purchaser pursuant to the Provisional Agreement, shall be forfeited to the Vendor and the Vendor shall not sue the Purchaser for any liabilities and/or damages caused by the Purchaser's default of the Provisional Agreement.

Should the Vendor after receiving the deposit paid hereunder fail to complete the sale in the manner herein contained the Vendor shall immediately compensate the Purchaser with a sum equivalent to the amount of the deposit as liquidated damages together with the refund of the deposit and the Purchaser shall not take any further action to claim for damages or to enforce specific performance.

INFORMATION OF THE PROPERTY

The Property consist of workshop No. 7, located at 7 Floor of Wang Lung Industrial Building, No. 11 Lung Tak Street, Tsuen Wan, New Territories.

REASONS FOR THE ACQUISITION

The Group is principally engaged in design, marketing, distribution and retail sales of toys and related products.

The Group's rapid expansion in mainland China has increased demand, putting pressure on current storage and distribution facilities, which are approaching full capacity. This has resulted in inefficiencies in inventory management and delayed order fulfilment. In order to address this issue, it is necessary to acquire an additional warehouse in order to support the growing operations. The Group intends to use the Property as warehouse to provide sufficient space for additional inventory, streamline logistics, and reduce transportation costs and delivery times. This strategic initiative is poised to enhance operational efficiency and fortify our competitive position in the Chinese market. The facility will also offer scalability for future growth, including new product lines and potential regional distribution hubs.

The Directors consider that the terms of the Acquisition (including the Consideration) are on normal commercial terms and are fair and reasonable, and the Acquisition is in the interests of the Shareholders and the Company as a whole.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as calculated in accordance with Rule 19.07 of the GEM Listing Rules) are more than 5% but all applicable percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under the GEM Listing Rules.

As Completion is subject to and conditional upon fulfilment or waiver (as the case maybe) of the conditions precedent set out in the Provisional Agreement and the Completion may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, the following expressions have the following meanings, unless the context otherwise requires:

“Acquisition”	the acquisition of the Property by the Purchaser
“Board”	the board of Directors
“Company”	Amuse Group Holding Limited (stock code: 8545), a company incorporated in Cayman Islands with limited liability whose shares are listed on the GEM of the Stock Exchange
“Consideration”	the purchase price of HK\$4,800,000 for acquisition of the Property
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Independent Third Party(ies)”	independent third party who is independent of and not connected with the Company and its connected person(s) (as defined in the GEM Listing Rules)
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Property”	workshop No. 7, located at 7 Floor of Wang Lung Industrial Building, No. 11 Lung Tak Street, Tsuen Wan, New Territories
“Provisional Agreement”	the provisional agreement dated 15 August 2025 entered into between the Purchaser and the Vendor in relation to the sale and purchase of the Property
“Purchaser”	Sentinel International Co. Ltd, a wholly owned subsidiary of the Company

“Shareholder(s)”	holder(s) of the Company’s shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Wu King Wing (胡景榮), holder of Hong Kong identity card, who holds the Property prior to the Acquisition and an Independent Third Party
“%”	per cent.

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

Hong Kong, 15 August 2025

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. Chu Wai Tak as non-executive Directors; and Mr. Yu Pui Hang, Mr. Tung Man and Ms. Chow Chi Ling Janice 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 notice will be published on the Stock Exchange’s website 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.