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AM GROUP HOLDINGS LIMITED

秀商時代控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1849)

POLL RESULTS OF THE ANNUAL GENERAL MEETING

HELD ON 29 NOVEMBER 2023

AND

RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

AND

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that:

1. all the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2023 AGM; and
2. Mr. Lim Wee Pin has retired as an INED, and accordingly, has ceased to be the chairman of each of the Board’s audit committee and nomination committee, as well as a member of the Board’s remuneration committee with effect from the conclusion of the 2023 AGM.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board of directors of AM Group Holdings Limited (the “**Company**”, the “**Directors**” and the “**Board**”, respectively) is pleased to announce that all the proposed resolutions as set out in the notice of the annual general meeting of the Company (the “**AGM**”) dated 27 October 2023 (the “**AGM Notice**” and the “**Proposed Resolutions**”, respectively) were duly passed by the holders of the Company’s shares (the “**Shares**” and the “**Shareholders**”, respectively) by way of poll at the AGM held on Wednesday, 29 November 2023 (the “**2023 AGM**”)

As at the date of the 2023 AGM, there were 800,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2023 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2023 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

None of the Shareholders was required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2023 AGM. None of the Shareholders has stated in the Company's circular dated 27 October 2023 (the "**Circular**") his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2023 AGM.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed and acted as the scrutineer for the vote-taking at the 2023 AGM.

The executive Directors, namely Ms. Teo Li Lian, Mr. Teo Kuo Liang and Mr. Mu Lei; the non-executive Director, Mr. Shi Lizhi; as well as the independent non-executive Directors, namely Mr. Lim Wee Pin ("**Mr. Lim**") and Mr. Lee Shy Tsong attended the 2023 AGM.

The poll results in respect of all the Proposed Resolutions put to the vote of the 2023 AGM are set out as follows:

Ordinary Resolutions		Number of Votes (%) <i>(Note 1)</i>	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and independent auditor of the Company for the year ended 30 June 2023.	444,955,000 (100%)	0 (0%)
2.	(a) To re-elect Ms. Teo Li Lian as an executive Director.	444,955,000 (100%)	0 (0%)
	(b) To re-elect Mr. Teo Kuo Liang as an executive Director.	444,955,000 (100%)	0 (0%)
3.	To authorise the Board to fix the remuneration of the Directors for the year ending 30 June 2024.	444,955,000 (100%)	0 (0%)
4.	To re-appoint HLB Hodgson Impey Cheng Limited as the independent auditor of the Company and authorise the Board to fix its remuneration.	444,955,000 (100%)	0 (0%)
5.	To give a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of the passing of this resolution (the " Issue Mandate "). <i>(Note 2)</i>	444,955,000 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%) <i>(Note 1)</i>	
		For	Against
6.	To give a general mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution. <i>(Note 2)</i>	444,955,000 (100%)	0 (0%)
7.	Conditional upon the passing of resolutions numbered 5 and 6 set out in the AGM Notice, to extend the Issue Mandate by the number of Shares repurchased by the Company. <i>(Note 2)</i>	444,955,000 (100%)	0 (0%)
Special Resolution		Number of Votes (%) <i>(Note 1)</i>	
		For	Against
8.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company. <i>(Note 2)</i>	444,955,000 (100%)	0 (0%)

Notes:

1. The number of votes and the percentage of the total votes as stated above are based on the total number of the issued Shares held by the Shareholders who attended and voted at the 2023 AGM in person, by authorised representative or by proxy.
2. For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions numbered 1 to 7, all of them were duly passed as ordinary resolutions of the Company.

As not less than three-fourths of the votes were cast in favour of the Proposed Resolution numbered 8, the said Proposed Resolution was duly passed as a special resolution of the Company.

RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

Reference was made to the announcement of the Company dated 26 October 2023 and the Circular in which it was disclosed that Mr. Lim, an independent non-executive Director (the “INED”): (i) is one of the other retiring Directors who retire at the 2023 AGM; and (ii) though being eligible, did not seek for re-election as an INED at the 2023 AGM as he is discussing potential appointment as the chief operating officer and chief financial officer of the Company after his retirement. Immediately following the conclusion of the 2023 AGM, Mr. Lim has retired as an INED, and accordingly, Mr. Lim has ceased to be the chairman of each of the Board’s audit committee and the nomination committee, as well as a member of the Board’s remuneration committee at the conclusion of the 2023 AGM.

The Board would like to express its sincere gratitude to Mr. Lim for his valuable contributions to the Company during his tenure of office.

For and on behalf of
AM Group Holdings Limited
Teo Li Lian

Co-Chairlady, Executive Director and Chief Executive Officer

Singapore, 29 November 2023

As at the date of this announcement, the Board comprises three executive Directors, namely Ms. Teo Li Lian (Co-Chairlady and Chief Executive Officer), Mr. Teo Kuo Liang and Mr. Mu Lei (Co-Chairman); one non-executive Director, Mr. Shi Lizhi; and two independent non-executive Directors, namely Mr. Lee Shy Tsong and Ms. Zhang Hong.