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AM GROUP HOLDINGS LIMITED

創世紀集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1849)

INSIDE INFORMATION ADOPTION OF DIVIDEND POLICY

This announcement is made by AM Group Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Director**”) of the Company is pleased to announce that the Board has approved and adopted a dividend policy on 11 November 2019 (the “**Dividend Policy**”) effective from 11 November 2019.

1. Purpose

This Policy aims to set out the principles and guidelines that the Group intends to apply in relation to the declaration, payment or distribution of its profits, realised or unrealised, or from any reserve set aside from profits which directors determine is no longer needed, as dividends to the shareholders of the Company (the “**Shareholders**”).

2. Principles and Guidelines

- 2.1 Board adopts the policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value.
- 2.2 The Company does not have any pre-determined dividend distribution ratio.
- 2.3 The Board has absolute discretion as to whether to declare any dividend for any year end and if any, the amount of dividend and the means of payment, subject to the applicable laws and regulations, including the Companies Law, Cap. 22

(Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented and/or otherwise modified from time to time) and the articles of association of the Company in force from time to time (the “**Articles**”) (the “**Applicable Laws and Regulations**”), which also requires the Shareholders’ approval.

2.4 The Board shall take into account the following factors of the Group when deciding whether to propose a dividend and in determining the dividend amount:

- (i) operations;
- (ii) earnings;
- (iii) cash requirements and availability;
- (iv) capital expenditure;
- (v) future development requirements;
- (vi) business conditions and strategies;
- (vii) interests of shareholders;
- (viii) any other factors which the Board may deem appropriate at such time.

2.5 Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Company in general meeting or the Board in accordance with the Applicable Laws and Regulations for a financial year or period (as the case may be):

- interim dividend;
- final dividend;
- special dividend; and
- any distribution of profits that the Board may deem appropriate.

2.6 Any dividends declared will be in Singapore dollars with respect to the shares of the Company on a per share basis, and the Company will pay such dividends in Hong Kong dollars.

2.7 Any final dividend for a financial year will be subject to the Shareholders’ approval.

- 2.8 The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate.
- 2.9 Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Articles.

3. Review of the Policy

- 3.1 The Directors will review this Policy from time to time and may exercise at their sole and absolute discretion to update, amend and/or modify this Dividend Policy at any time as they deem fit and necessary.

Note: if there is any inconsistency between the English and Chinese versions of this announcement, the English version shall prevail.

By Order of the Board
AM Group Holdings Limited
Teo Li Lian
Chairlady, Executive Director and Chief Executive Officer

Hong Kong, 11 November 2019

As at the date of this announcement, the Board comprises two executive Directors, namely Ms. Teo Li Lian (Chairlady and Chief Executive Officer) and Mr. Teo Kuo Liang and three independent non-executive Directors namely Mr. Chung Kwok Hoe, Mr. Tan Eng Ann and Mr. Lee Shy Tsong.