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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)

PROPOSED ADOPTION OF SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by AM Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”), among others, (i) to conform to the amended Appendix 3 to the Listing Rules which came into effect on 1 January 2022 and applicable laws of the Cayman Islands; (ii) to allow the Company to hold hybrid general meetings and electronic general meetings; and (iii) to make other house-keeping amendments to the Existing M&A for the purpose of clarifying existing practices and making consequential amendments in line with the proposed amendments (collectively, the “**Amendments**”). The Board proposes that the Company adopts a new set of amended and restated memorandum and articles of association (the “**Second Amended M&A**”) in substitution for, and to the exclusion of, the Existing M&A.

The proposed Amendments are prepared in English and the Chinese translation is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the proposed Amendments, the English version shall prevail.

The proposed adoption of the Second Amended M&A is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held in due course (the “**AGM**”) and shall take effect on the date the relevant special resolution is approved at the AGM.

A circular containing, among other things, details of the proposed Amendments and a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board
AM Group Holdings Limited
Teo Li Lian

Co-Chairlady, executive Director and Chief Executive Officer

Hong Kong, 29 September 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 three independent non-executive Directors, namely Mr. Lim Wee Pin, Mr. Lee Shy Tsong and Ms. Zhang Hong.