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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)**

#### **(A) SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO QUARTERLY UPDATE ON BUSINESS OPERATIONS; AND (B) ADDITIONAL RESUMPTION GUIDANCE**

Reference is made to the announcements of the Company dated 23 December 2024 and 17 January 2025 in relation to, among others, (a) resumption guidance; and (b) quarterly update on business operations and progress of resumption (the “**1st Quarterly Update Announcement**”).

Reference is also made to the announcements of the Company dated 23 September 2024, 24 September 2024 and 30 September 2024 (together with the 1st Quarterly Update Announcement, collectively, the “**Announcements**”) in relation to, among other things, (i) the delay in the publication of the 2024 Annual Results and the 2024 Annual Report; and (ii) the postponement of the Company’s annual general meeting.

The Company would like to provide the following supplemental and update information to its shareholders and potential investors.

As disclosed in the announcement of the Company dated 17 January 2025, Show Times CQ Technology was involved in a legal proceeding taken out by a plaintiff unrelated to the Group (the “**Plaintiff**”) (HCA 589/2024) (the “**2024 Legal Action**”). By the end of January 2025, the Board was notified by the Non-cooperating Director that Show Times CQ Technology had taken another legal proceeding against the Plaintiff and Activa Media Investment Limited (“**Activa**”), being a controlling shareholder of the Company (HCA 106/2025) (the “**2025 Legal Action**”).

Such legal proceeding was taken out by it without obtaining the prior written approval or consent by the Company, and it was alleged thereunder by the Plaintiff that the Plaintiff, Show Times CQ Technology and Activa were involved in the sale and purchase of the shares of the Company (which did not take place to the best of the information, knowledge and belief of the Board (except the Non-Cooperating Director)), and the Plaintiff alleged that it had suffered loss therefrom.

To the best of the information, knowledge and belief of the Board (except the Non-Cooperating Director), Activa would reserve all its legal rights and would defend vigorously should the legal proceeding be proceeded further.

### **ADDITIONAL RESUMPTION GUIDANCE**

On 7 March 2025, the Company received a letter from the Stock Exchange setting out the following additional resumption guidance for resumption of trading in the Company's shares (the "**Second Additional Resumption Guidance**"):

- (a) Conduct an appropriate independent forensic investigation into the arrangements relating to the Alleged Cooperation Agreement, the acquisition of the Target Company in 2020, Activa's place down of an aggregate of 24% shares to certain independent placees as disclosed in the Company's announcements dated 16, 24 and 30 July 2024, and the 2024 Legal Action and the 2025 Legal Action, assess the impact on the Company's business operation and financial position, announce the findings and take appropriate remedial actions.

The Stock Exchange indicated that the Company must remedy the substantive issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. To assist the Company, the Stock Exchange may modify or supplement the Resumption Guidance (which now includes the Additional Resumption Guidance and the Second Resumption Guidance) if the Company's situation changes.

### **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 24 September 2024 and will remain suspended pending fulfilment of all the conditions stated in the Resumption Guidance.

Shareholders of the Company and potential investors should exercise caution when dealing in the Company's shares.

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

*Co-Chairlady, Executive Director and Chief Executive Officer*

Hong Kong, 12 March 2025

*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); and three Independent Non-executive Directors, namely Mr. Tan Kia Jing, Mr. Lee Shy Tsong and Mr. Koh Boon Chiao.*