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If you have sold or transferred all your shares in AM Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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)

**PROPOSAL FOR
CHANGE OF COMPANY'S CHINESE NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the EGM to be held at 211 New Bridge Road, #03-01, Lucky Chinatown, Singapore 059432 on Friday, 10 July 2020 at 2 p.m. is set out on pages 6 to 8 of this circular.

A form of proxy for use in connection with the EGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.amgroup Holdings.com). If you are not able or do not intend to attend the EGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the EGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or its adjournment if you so wish. If you attend and vote in person at the EGM, the instrument appointing a proxy shall be deemed to have been revoked.

PRECAUTIONARY MEASURES FOR THE EGM

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the EGM:

- (1) Compulsory temperature screening/checks
- (2) Wearing of surgical face mask
- (3) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the EGM venue, at the absolute discretion of the Company as permitted by law.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. Introduction	2
2. Proposed Change of Company’s Chinese Name	3
3. EGM and Proxy Arrangement	4
4. Voting by Poll	4
5. Responsibility Statement	5
6. Recommendation	5
NOTICE OF EXTRAORDINARY GENERAL MEETING	6

This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“Board”	the board of Directors
“Change of Company’s Chinese Name”	the proposed change of the dual foreign name in Chinese of the Company from “創世紀集團控股有限公司” to “秀商時代控股有限公司”
“Company”	AM Group Holdings Limited 創世紀集團控股有限公司, a company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1849)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 211 New Bridge Road, #03-01, Lucky Chinatown, Singapore 059432 on Friday, 10 July 2020 at 2 p.m.
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospective Partner”	Show Times (Chongqing) Technology Co. Ltd., a limited company incorporated in the PRC
“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	a company incorporated in the British Virgin Islands with limited liability, with 98% of the issued share capital held by Mr. Mu Lei and the remaining 2% held by an independent third party. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, Mr. Mu Lei is an independent third party of and not connected with the Company and its connected persons (as defined in the Listing Rules)

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)

Executive Directors:

Ms. Teo Li Lian (*Chairlady and
Chief Executive Officer*)
Mr. Teo Kuo Liang

Registered Office:

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Independent Non-executive Directors:

Mr. Chung Kwok Hoe
Mr. Tan Eng Ann
Mr. Lee Shy Tsong

*Headquarters and Principal Place
of Business:*

60 Paya Lebar Road
#12-51/52
Paya Lebar Square
Singapore 409051

*Principal Place of Business
in Hong Kong:*

Room 5705, 57th Floor
The Center
99 Queen's Road Central
Hong Kong

22 June 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR
CHANGE OF COMPANY'S CHINESE NAME
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with (i) the information regarding the resolution to be proposed at the EGM relating to the Change of Company's Chinese Name; and (ii) the notice of the EGM.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY'S CHINESE NAME

Reference is made to the voluntary announcement of the Company dated 16 April 2020. As disclosed in that announcement, a memorandum of understanding was entered into between the Company and the Prospective Partner in relation to, among others, the proposed cooperation of the Company and the Prospective Partner, and if the cooperation is materialised, the Company may consider changing its Chinese name to “秀商時代 Xiu Shang Shi Dai” to facilitate the promotion of the Group's recognition in the PRC.

After negotiations with the Prospective Partner, the Company entered into a sale and purchase agreement on 16 June 2020 with the Vendor pursuant to which the Company has conditionally agreed to purchase and the Vendor has conditionally agreed to sell 20% interest in Majestic State International Limited (the “**BVI Company**”) for a consideration of RMB12.0 million (equivalent to approximately HK\$13.2 million) and, on completion, the BVI Company would hold the entire equity interest of the Prospective Partner.

The Board proposes to change the dual foreign name in Chinese of the Company from “創世紀集團控股有限公司” to “秀商時代控股有限公司”.

Conditions of the Change of Company's Chinese Name

The Change of Company's Chinese Name is subject to the following conditions:

- (i) the passing of the necessary special resolution by the Shareholders at the EGM to approve the Change of Company's Chinese Name; and
- (ii) approval being obtained from the Registrar of Companies in the Cayman Islands on the Change of Company's Chinese Name.

Subject to the satisfaction of the conditions set out above, the Change of Company's Chinese Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company's Chinese Name

The Board considers that the Change of Company's Chinese Name will better reflect its direction of future development. The Board believes that the new Chinese name can provide the Company with a more appropriate corporate image and identity and facilitate the promotion of the Group's recognition in the PRC, which will benefit the Company's business development and is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Change of Company's Chinese Name

The Change of Company's Chinese Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, upon the Change of Company's Chinese Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing certificates of securities. Once the Change of Company's Chinese Name becomes effective, all new share certificates will be issued only in the English name and the new Chinese name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the Chinese stock short name of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company's Chinese Name becoming effective.

Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company's Chinese Name and the change in the Chinese stock short name.

3. EGM AND PROXY ARRANGEMENT

The notice convening the EGM to be held at 211 New Bridge Road, #03-01, Lucky Chinatown, Singapore 059432 on Friday, 10 July 2020 at 2 p.m. is set out on pages 6 to 8 of this circular.

A form of proxy for use in connection with the EGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.amgroupholdings.com). If you are not able or do not intend to attend the EGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the EGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the EGM or its adjournment should he/she/it so wish. If the Shareholder attends and votes at the EGM, the instrument appointing a proxy shall be deemed to have been revoked.

4. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or an administrative

LETTER FROM THE BOARD

matter to be voted on by a show of hands. Therefore, the special resolution to be proposed at the EGM and contained in the notice of the EGM will be voted by way of a poll by the Shareholders.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolution to be proposed at the EGM.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

6. RECOMMENDATION

The Directors consider that the Change of Company's Chinese Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution to be proposed at the EGM as set out in the notice of the EGM on pages 6 to 8 of this circular.

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

Chairlady, Executive Director and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of AM Group Holdings Limited (the “**Company**” and the “**EGM**”, respectively) will be held at 211 New Bridge Road, #03-01, Lucky Chinatown, Singapore 059432 on Friday, 10 July 2020 at 2 p.m. to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the dual foreign name in Chinese of the Company be changed from “創世紀集團控股有限公司” to “秀商時代控股有限公司” and the English name of the Company remains unchanged as “AM Group Holdings Limited” with effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands, and that any one director or the company secretary of the Company be and is hereby authorised to do all things and acts and sign all documents as they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the aforesaid change of company name.”

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

Chairlady, Executive Director and Chief Executive Officer

Hong Kong, 22 June 2020

Registered Office:

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Headquarters and Principal Place of Business:

60 Paya Lebar Road
#12-51/52
Paya Lebar Square
Singapore 409051

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Place of Business in Hong Kong:

Room 5705, 57th Floor
The Center
99 Queen's Road Central
Hong Kong

Notes:

1. Any member of the Company (the “**Member**” or the “**Shareholder**”) entitled to attend and vote at the EGM shall be entitled to appoint one (or, if he/she/it holds two or more shares of the Company (the “**Shares**”), more than one) proxy to attend and vote instead of him/her/it. A proxy need not be a Member but must be present in person at the EGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the EGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the EGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the EGM or its adjournment (as the case may be).
4. For determining the entitlement of the Members to attend and vote at the EGM, the register of members of the Company (the “**Register of Members**”) will be closed from Tuesday, 7 July 2020 to Friday, 10 July 2020 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the EGM, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 July 2020.
5. In compliance with Rule 13.39(4) of the Listing Rules, voting on the special resolution set out in this notice will be decided by way of a poll.
6. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. To safeguard the health and safety of Shareholders who might be attending the EGM in person, the Company will also implement the following measures at the EGM:
 - (a) Compulsory temperature screening/checks will be carried out on every attendee at the main entrance of the EGM venue. Any person who is detected to have a fever, or is exhibiting flu-like symptoms may be denied entry into the EGM venue and be requested to leave the EGM venue.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) Every attendee will be required to wear a surgical face mask throughout the EGM and sit at a distance from other attendees. Please note that no masks will be provided at the EGM venue and attendees should wear their own masks.
- (c) No refreshments or drinks will be provided to attendees at the EGM.