

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

New Amante Group Limited
新愛德集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8412)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of New Amante Group Limited (the “**Company**”) will be held at 26/F., China Huarong Tower, 60 Gloucester Road, Wan Chai, Hong Kong at 11:00 a.m. on 8 September 2023 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution which will be proposed as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) an order being made by the Grand Court of the Cayman Islands (the “**Cayman Court**”) confirming the Capital Reduction (as defined below); (ii) the compliance with any conditions which the Cayman Court may impose in relation to the Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Cayman Court confirming the Capital Reduction (as defined below) and the minute approved by the Cayman Court containing the particulars required under the Companies Act (2023 Revision) of the Cayman Islands, as consolidated and revised, with respect to the Capital Reduction (as defined below); and (iv) The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction (as defined below) and the Sub-division (as defined below), with effect from the date on which the aforesaid conditions are fulfilled (the “**Effective Date**”):

- (a) the issued and paid-up share capital of the Company be reduced (the “**Capital Reduction**”) by reducing the par value of each existing ordinary share with a par value of HK\$0.20 of the Company in issue on the Effective Date from HK\$0.20 each to HK\$0.01 each by cancelling the paid-up share capital to the extent of HK\$0.19 on each existing ordinary share in issue on the Effective Date so that following the Capital Reduction each such issued existing ordinary share with a par value of HK\$0.20 shall be treated as one fully paid-up ordinary share with a par value of HK\$0.01 (the “**New Share(s)**”) in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued share capital thereby cancelled be made available for issue of new shares of the Company;
- (b) the entire amount standing to the credit of the share premium account of the Company (the “**Share Premium Account**”) be reduced with effect from the Effective Date (the “**Share Premium Reduction**”);
- (c) the credit arising from the Capital Reduction and Share Premium Reduction be applied to set off against the Accumulated Losses as at the Effective Date;
- (d) immediately following the Capital Reduction becoming effective, each of the then authorised but unissued ordinary shares with a par value of HK\$0.20 be sub-divided into twenty (20) authorised but unissued New Shares with a par value of HK\$0.01 each in the share capital of the Company (the “**Sub-division**”) such that the current authorised share capital of the Company of HK\$100,000,000 divided into 500,000,000 ordinary shares of par value HK\$0.20 each shall become HK\$100,000,000 divided into 10,000,000,000 ordinary shares of par value HK\$0.01 each following the Capital Reduction and Sub-division becoming effective;
- (e) each of the New Shares arising from the Capital Reduction and Sub-division shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and

- (f) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction, Share Premium Reduction and Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction, Share Premium Reduction and Sub-division.”

By Order of the Board
New Amante Group Limited
Wong Chi Yung
Chairman of the Board and Chief Executive Officer

Hong Kong, 23 August 2023

Notes:

1. The register of members of the Company will be closed from 5 September 2023 to 8 September 2023 (both day inclusive) for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the Meeting (or any adjournment thereof). During the closure of the register of members of the Company, no transfer of shares of the Company (the “**Shares**”) will be effect. In order to qualify for attending and voting at the Meeting (or any adjournment thereof), all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the office of the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on 4 September 2023.
2. Pursuant to the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), all resolution at the Meeting (or any adjournment thereof) will be taken by poll and the results of the poll will be published on the websites of the Stock Exchange and the Company.
3. Any member of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) is entitled to appoint one, or if he/she/it holds two or more shares, appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
4. Where there are joint holders of any Share, any one of such joint holder may vote at the Meeting (or at any adjournment thereof), either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the Meeting (or at any adjournment thereof) personally or by proxy, that 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, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event no less than 48 hours before the time appointed for the holding of the EGM (or any adjournment thereof). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) if he/she/it so desires, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the Meeting, the meeting will be automatically adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the websites of the Company at www.new-amante.com and the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the executive directors of the Company are Mr. Wong Chi Yung, Ms. Liu Huijing and Ms. Lui Lok Yan, the independent non-executive directors of the Company are Mr. Pong Chun Yu, Mr. Hui Wai Hung and Mr. Jiang Qiaowei.

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

This announcement will remain on the Stock Exchange's website at <http://www.hkexnews.hk> for at least 7 days from the date of its publication. This announcement will also be published on the Company's website at www.new-amante.com.