
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Amasse Capital Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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AMASSE CAPITAL
寶 積 資 本

Amasse Capital Holdings Limited
寶 積 資 本 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8168)

PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (“EGM”) of Amasse Capital Holdings Limited (the “**Company**”) to be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 13 September 2023 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its posting and on the website of the Company at www.amasse.com.hk.

24 August 2023

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Appointment”	the proposed appointment of CWK as the new auditors of the Company, subject to the approval of the Shareholders at the EGM
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“C&C”	Cheng & Cheng Limited
“Company”	Amasse Capital Holdings Limited (寶積資本控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“CWK”	CWK CPA Limited
“Directors”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 13 September 2023 at 11:00 a.m. and any adjournment thereof, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 August 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent.

LETTER FROM THE BOARD

AMASSE CAPITAL
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Amasse Capital Holdings Limited
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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8168)

Executive Directors:

Ms. Huang Min (*Chairman*)
Mr. Lam Ting Lok (*Chief Executive Officer*)
Mr. Lo Mun Lam Raymond
Ms. Tse Fung Sum Flora
Ms. Tsang Kwong Wan

Independent Non-executive Directors:

Mr. Cheung Pak To, *BBS*
Mr. Li Wing Sum Steven
Dr. Yu Yuen Ping

Registered Office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Room 1201, 12/F
Prosperous Building
48-52 Des Voeux Road Central
Hong Kong

24 August 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purposes of this circular is to provide you with information regarding the resolution to be proposed at the EGM and to give you notice of the EGM.

PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 18 August 2023 in relation to, among others, the proposed Appointment. This circular aims to provide you with further information regarding (i) the proposed Appointment; and (ii) the notice of the EGM.

LETTER FROM THE BOARD

C&C has resigned as the auditor of the Company with effect from 18 August 2023. Both the Audit Committee and the Board consider that it is a good corporate governance practice and it is an appropriate timing to change the auditor of the Company considering the independence by taking into account of the years of services rendered by C&C as it has been an auditor of the Company since 2018 and the major operating subsidiary of the Company since 2012.

C&C has confirmed in writing that, save as disclosed above, there are no other matters or circumstances in relation to its resignation that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no disagreements or unresolved matters between the Company and C&C and there are no matters that need to be brought to the attention of the Shareholders.

With the recommendation from the Audit Committee, the Board proposes to appoint CWK as the new auditor of the Company and to hold office until the conclusion of the next general meeting of the Company. Pursuant to the Articles of Association, the proposed Appointment of CWK as the auditor will be subject to approval by the Shareholders at the EGM.

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.amasse.com.hk) respectively. Whether or not you are able to attend the EGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in such event the form of proxy shall be deemed to be revoked.

Closure of register of members

To ascertain the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 8 September 2023 to Wednesday, 13 September 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer documents of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Thursday, 7 September 2023.

LETTER FROM THE BOARD

COMPLIANCE OF THE ARTICLES OF ASSOCIATION AND THE GEM LISTING RULES

Pursuant to the Article 176 of the Articles of Association, the Directors shall as soon as practicable convene the EGM to allow the Shareholders to approve the proposed Appointment by an ordinary resolution.

Pursuant to the Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, the resolution as set out in the notice of the EGM to be proposed at the EGM shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting on any resolution to be proposed at the EGM.

RECOMMENDATION

The Directors consider that proposed Appointment is in the best interests of the Company and the Shareholders as a whole, and accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution approving the proposed Appointment at the EGM.

GENERAL INFORMATION

Your attention is drawn to the notice convening the EGM. The English texts of this circular and the accompanying form of proxy shall prevail over the Chinese texts in case of inconsistency.

RESPONSIBILITY STATEMENT

This circular, 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 enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respect and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

Yours faithfully,
On behalf of the Board
Amasse Capital Holdings Limited
Huang Min
Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

AMASSE CAPITAL
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Amasse Capital Holdings Limited
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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8168)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Amasse Capital Holdings Limited (the “**Company**”) will be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 13 September 2023 at 11:00 a.m. to consider and, if thought fit, passing (with or without amendments) the following resolution of the Company as ordinary resolution:

ORDINARY RESOLUTION

1. To consider and appoint CWK CPA Limited as the auditor of the Company and its subsidiaries to fill the vacancy following the resignation of Cheng & Cheng Limited with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.

By Order of the Board
Amasse Capital Holdings Limited
Huang Min
Chairman and Executive Director

Hong Kong, 24 August 2023

Registered Office:
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*
Room 1201, 12/F
Prosperous Building
48-52 Des Voeux Road Central
Hong Kong

Notes:

1. Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the EGM convened by the notice or its any adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more shares of the Company (the “**Share(s)**”), more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Shareholder but must be present in person at the EGM to represent the Shareholder. 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 8 September 2023 to Wednesday, 13 September 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 7 September 2023.
3. A form of proxy for use in connection with the EGM is enclosed. If you are not able to attend and vote at the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the EGM or its any adjournment should he/she/it so wish.
4. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the EGM or its adjourned meeting.
5. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but should more than one of such joint holders be present at the EGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
6. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company's website at www.amasse.com.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Ms. Huang Min, Mr. Lam Ting Lok, Mr. Lo Mun Lam Raymond, Ms. Tse Fung Sum Flora and Ms. Tsang Kwong Wan; the independent non-executive Directors are Mr. Cheung Pak To, BBS, Mr. Li Wing Sum Steven and Dr. Yu Yuen Ping.

This notice will remain on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its posting and will also be published on the Company's website at www.amasse.com.hk.