
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **New Amante Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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.

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New Amante Group Limited
新愛德集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8412)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS AND
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of New Amante Group Limited to be held at 26/F., China Huarong Tower, 60 Gloucester Road, Wan Chai, Hong Kong on Friday, 6 October 2023 at 11:00 a.m. or any adjournments of the meeting, at which a number of matters including the above proposals will be considered, is set out on pages 16 to 21 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 not later than 48 hours before the time appointed for holding the AGM (i.e. at 11:00 a.m. on 4 October 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment should you so wish.

This circular together with a form of proxy will remain on the "Latest Company Announcements" page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the date of its posting and on the website of the Company at <http://www.new-amante.com>.

7 September 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:

“AGM”	the annual general meeting of the Company to be held at 26/F., China Huarong Tower, 60 Gloucester Road, Wan Chai, Hong Kong, on 6 October 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice convening the AGM as set out on pages 16 to 21 of this circular
“Audit Committee”	the audit committee of the Company
“Auditor”	the auditor of the Company
“Board”	the board of Directors
“CEO”	chief executive officer of the Company
“Chairman”	chairman of the Board
“Companies Act”	the Companies Act (2023 Revision) of the Cayman Islands as consolidated and revised
“Company”	New Amante Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (stock code: 8412)
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive Director(s)

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	GEM operated by of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM made by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	31 August 2023, being the latest practicable date prior to the printing of this circular for ascertaining the information contained in this circular
“M&A”	the memorandum and articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of the Company of par value of HK\$0.20 each
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 14 March 2017
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented, or otherwise modified from time to time
“Zhongcai Industry”	Zhongcai Herui Industry Development Co Limited, a Hong Kong incorporated company with limited liability and beneficially owned 90% by Mr. Yuan Lin
“Zhongcai Investment”	Zhongcai Herui Investment Group Co Limited, a Hong Kong incorporated company with limited liability and wholly and beneficially owned by Zhongcai Industry
“%”	per cent.

LETTER FROM THE BOARD

New Amante Group Limited 新愛德集團有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8412)

Executive Directors:

Mr. Wong Chi Yung (*Chairman and CEO*)
Ms. Liu Huijing (*Vice-chairman*)
Ms. Lui Lok Yan

Registered office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

INEDs:

Mr. Hui Wai Hung
Mr. Jiang Qiaowei
Mr. Pong Chun Yu

Head office and principal place of

business in Hong Kong:
25/F., China Huarong Tower
60 Gloucester Road,
Wan Chai,
Hong Kong

7 September 2023

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR RE-ELECTION OF DIRECTORS AND GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and information regarding the resolutions to be proposed at the AGM relating to, *inter alias*, (i) the re-election of Directors; (ii) the granting of the Issue Mandate and the Extension Mandate; and (iii) the granting of the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to article 108 of the M&A, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that each Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting. The retiring Directors shall be eligible for re-election.

Pursuant to article 112 of the M&A, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment, and shall then be eligible for re-election. Any Director appointed under this article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Accordingly, Ms. Liu Huijing, Mr. Hui Wai Hung and Mr. Jiang Qiaowei shall retire from office and, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee considered and assessed the suitability of the above retiring Directors, including the independency of the INEDs, for re-election in accordance with the Company's nomination policy. The Nomination Committee also took into account the structure and size of the Board as well as the various diversity aspects set out in the Company's board diversity policy.

Accordingly, the Board accepted the Nomination Committee's nomination and recommended the above retiring Directors to stand for re-election at the AGM. The Board considers that the re-election of the above retiring Directors is in the best interest of Company and Shareholders as a whole.

Each of the above retiring Directors has abstained from voting on his/her own nomination when it was being considered.

Biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES AND THE EXTENSION OF ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, to grant a general mandate to the Directors to exercise all powers of the Company to allot, issue and deal with the new Shares up to a maximum of 20% of the total number of Shares in issue at the date of passing of the relevant resolution. As at the Latest Practicable Date, based on 101,877,600 Shares in issue, the maximum number of Shares to be allotted and issued pursuant to the Issue Mandate will be 20,375,520. The Issue Mandate shall expire upon the earlier of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the Companies Act or the M&A; and (iii) the date upon which such authority given under the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders.

In addition, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted by the Directors pursuant to the Issue Mandate those Shares repurchased pursuant to the Repurchase Mandate, if granted.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, to grant a general mandate to the Directors to exercise all powers of the Company to repurchase issued and fully paid shares in the capital of the Company. Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the total number of Shares in issue at the date of passing of the relevant resolution. The Repurchase Mandate allows the Company to make repurchases only during the period ending on the earlier of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting of the Company's required to be held under the Company Laws or the M&A; and (iii) the date upon which such authority given under the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

An explanatory statement as required under the GEM Listing Rules, giving all the requisite information which is reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate, is set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM AND PROXY ARRANGEMENT

The AGM Notice, which contains, *inter alia*, the resolutions to approve (i) the re-election of Directors; (ii) the granting of the Issue Mandate and the Extension Mandate; and (iii) the granting of the Repurchase Mandate are set out on pages 16 to 21 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 not less than 48 hours before the time appointed for holding of the AGM (i.e. at 11:00 a.m. on 4 October 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment should you so wish.

Pursuant to rule 17.47(4) of the GEM Listing Rules, any vote of 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 administrative matter to be voted on by a show of hands. An announcement will be made by the Company on the results of the poll and will be published after the AGM in the manner prescribed under rule 17.47(5) of the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 3 October 2023 to 6 October 2023, both dates inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the AGM, all Shares transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m. on 29 September 2023.

RECOMMENDATION

The Board considers that, *inter alia*, the proposed (i) re-election of Directors; (ii) granting of the Issue Mandate and the Extension Mandate; and (iii) granting of the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the AGM as set out in the AGM Notice.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

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 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.

Yours faithfully,
By order of the Board
New Amante Group Limited
Wong Chi Yung
Chairman and CEO

The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

EXECUTIVE DIRECTOR

Ms. Liu Huijing, aged 40, has extensive experience in entertainment, brand promotion and business management. Ms. Liu has been working in New Sparkle Roll International Group Limited (“**New Sparkle**”, a company listed on the main board of the Stock Exchange (stock code: 970)) since 2006, responsible for overseeing marketing and brand management of world-renowned high-end luxury brands represented by New Sparkle or associated with it in Shanghai, including Davidoff, Richard Mille, DeWitt, Parmigiani, Boucheron and Rolls-Royce. She is currently the deputy general manager, investment manager and assistant to the group’s chairman of New Sparkle and is responsible for the operation of the group’s film and television and media sections. Ms. Liu obtained a master’s degree in marketing from the University of Hertfordshire in the United Kingdom in 2011.

Ms. Liu has entered into a service agreement with the Company for a term of 3 years commencing since 3 April 2023 and is subject to retirement and re-election at the AGM in accordance with the M&A or any other applicable laws from time to time. She is entitled to receive a remuneration of HK\$70,000 per month, which has been fixed by the Board with reference to, including but not limited to, her duties, responsibilities, performance, prevailing market conditions and remuneration benchmark relevant to other directors of listed companies of similar size. For the year ended 31 May 2023, Ms. Liu has received remuneration in the aggregate sum of HK\$138,000 (including salary, commission, housing, reimbursement, allowances and discretionary bonus).

As at the Latest Practicable Date, Ms. Liu was beneficially interested in 4,265,250 Shares within the meaning of Part XV of the SFO, representing approximately 4.19% of the issue share capital of the Company.

INEDS

Mr. Hui Wai Hung, aged 33, has been appointed as an INED on 16 February 2021. He is a member of each of the Nomination Committee, Audit Committee and Remuneration Committee. Mr. Hui obtained a degree of Bachelor of Commerce in Accounting and Finance from the University of New South Wales, Sydney, Australia in 2015. Mr. Hui has experience in retail and food and beverage sectors over 6 years.

Mr. Hui has entered into an appointment letter with the Company for an initial term of three years commencing since 16 February 2021, unless being terminated in accordance with the respective terms in the appointment letter. He is subject to retirement and re-election at the AGM in accordance with the M&A or any other applicable laws from time to time. He is entitled to receive remuneration and emoluments in a total amount of HK\$180,000 as an INED per annum. His remuneration is determined by the Board with reference to his experience, qualifications, duties and responsibilities with the Company, and the prevailing market conditions. For the year ended 31 May 2023, Mr. Hui has received emoluments in the aggregate sum of HK\$180,000 (including salary, commission, housing, reimbursement, allowances and discretionary bonus).

As at the Latest Practicable Date, Mr. Hui was beneficially interested in 20,352 underlying Shares in the share options granted to him by the Company within the meaning of Part XV of the SFO, representing approximately 0.02% of the issue share capital of the Company.

Mr. Jiang Qiaowei, aged 29, has been appointed as an INED on 16 February 2021. He is also the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee. Mr. Jiang graduated with a Bachelor of Computer Science from Susquehanna University, United States in 2016. Mr. Jiang also obtained a Master degree of Business Administration in Finance from La Salle University, United States in 2018 and a degree of Bachelor of Public Policy Management from the Education University of Hong Kong in 2020.

Mr. Jiang has entered into an appointment letter with the Company for an initial term of three years commencing since 16 February 2021, unless being terminated in accordance with the respective terms in the appointment letter. He is subject to retirement and re-election at the AGM in accordance with the M&A or any other applicable laws from time to time. He is entitled to receive remuneration and emoluments in a total amount of HK\$180,000 as an INED per annum. His remuneration is determined by the Board with reference to his experience, qualifications, duties and responsibilities with the Company, and the prevailing market conditions. For the year ended 31 May 2023, Mr. Jiang has received emoluments in the aggregate sum of HK\$180,000 (including salary, commission, housing, reimbursement, allowances and discretionary bonus).

As at the Latest Practicable Date, Mr. Jiang was beneficially interested in 20,000 Shares within the meaning of Part XV of the SFO, representing approximately 0.02% of the issue share capital of the Company.

Each of Ms. Liu Huijing, Mr. Hui Wai Hung and Mr. Jiang Qiaowei has confirmed that as at the Latest Practicable Date, save as disclosed above, he/she (i) does not hold any directorship in other publicly listed companies, whether in Hong Kong or other jurisdiction in the last three years, and other major appointments and professional qualifications; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; (iii) does not hold any position in the Company or any of its subsidiaries; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of the abovenamed retiring Directors that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to the requirements of rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

This appendix serves as an explanatory statement as required by the GEM Listing Rules to provide the Shareholders with requisite information necessary for them to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of shares in issue was 101,877,600 Shares. Subject to the passing of the resolution for approving the Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased prior to the AGM, the Company will be allowed to repurchase a maximum of 10,187,760 Shares under Repurchase Mandate, representing 10% of the issued Shares at the date of passing of such resolution.

REASONS FOR REPURCHASES

The Directors believe that granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

IMPACT ON THE COMPANY'S WORKING CAPITAL AND GEARING POSITION

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements for the financial year ended 31 May 2023 in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with the M&A, the Companies Act and any other applicable laws, as the case may be. Under the Companies Act, any repurchases by the Company may be made either (1) out of profits of the Company; (2) out of the share premium account of the Company; (3) out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase; or (4) out of capital, if so authorised by the M&A and subject to the provisions of the Companies Act. In the case of any premium payable over the par value of the Shares to be repurchased on the repurchase, such premium must be provided out of either or both of the profits of the Company or the share premium account of the Company, or out of capital, if so authorised by the M&A and subject to the provisions of the Companies Act. In accordance with the Companies Act, the Shares so repurchased would remain part of the authorised but unissued share capital of the Company.

EFFECT OF THE EXERCISING THE REPURCHASE MANDATE

Upon the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interests in the voting rights of the Company increases, and such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholders: (i) Mr. Wang Ning was interested in an aggregate of 17,401,761 Shares, representing approximately 17.08% of the issued Shares carrying voting rights; (ii) Mr. Yuan Lin, Zhongcai Investment and Zhongcai Industry (together the "**Yuan's Concert Group**"), who are presumed to be acting in concert under the Takeovers Codes, were interested in an aggregate of 23,918,250 Shares (of which Mr. Yuan (i) personally holds 11,643,250 Shares; (ii) is deemed to have interest in 200,000 Shares held by his spouse and (iii) is deemed to have interest in 12,075,000 Shares held by his indirectly controlled company, Zhongcai Investment which directly and wholly owned by Zhongcai Industry, which is directly held as to 90% by Mr. Yuan), representing approximately 23.48% of the issued Shares carrying voting rights. The respective percentage of shareholding of Mr. Wang and Yuan's Concert Group will increase to approximately 18.98% and 26.09% of the issued Shares immediately following the full exercise of the Repurchase Mandate. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Saved as disclosed, the Directors are not aware of any consequences which would arise under the Takeovers Codes as a result of the exercise of the Repurchase Mandate.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

The Directors also have no intention to exercise the Repurchase Mandate in full to such extent that will trigger any potential consequences under the Takeovers Codes or result in the number of Shares held by the public falling below the prescribed requirement.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous 12 months up to and including the Latest Practicable Date were as follows:

	Shares Price	
	Highest (HK\$)	Lowest (HK\$)
2022		
September	1.949	0.468
October	0.857	0.604
November	0.770	0.390
December	0.682	0.414
2023		
January	0.700	0.390
February	0.690	0.440
March	0.495	0.420
April	0.510	0.420
May	0.640	0.470
June	0.980	0.495
July	1.160	0.650
August (Up to the Latest Practicable Date)	1.180	0.920

No repurchase of Share has been made by the Company during the last 6 months immediately preceding the Latest Practicable Date.

DISCLOSURE OF INTERESTS

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Company is authorised to make repurchase of the Shares.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

No core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, if the Repurchase Mandate is approved and exercised.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate to repurchase any Shares in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

NOTICE OF THE AGM

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of New Amante Group Limited (the “Company”) will be held at 26/F., China Huarong Tower, 60 Gloucester Road, Wan Chai, Hong Kong on Friday, 6 October 2023 at 11:00 a.m. for the purposes of consideration and, if thought fit, passing the following ordinary and special resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditor of the Company (the “Auditor”) for the year ended 31 May 2023.
2.
 - (a) To re-elect Ms. Liu Huijing as an executive Director;
 - (b) To re-elect Mr. Hui Wai Hung as an independent non-executive Director;
 - (c) To re-elect Mr. Jiang Qiaowei as an independent non-executive Director; and
 - (d) To authorise the board of Directors to fix the Directors’ remunerations.
3. To re-appoint BDO Limited as the Auditor and to authorise the board of Directors to fix its remuneration.

NOTICE OF THE AGM

4. **“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company or securities convertible into such shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which may require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of share allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors during the Relevant Period pursuant to the approval given in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) any issue of shares in the Company upon exercise of the rights of subscription or conversion attaching to any warrants or convertible notes issued by the Company or any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company;
 - (iii) the grant or exercise of any options under any share option scheme of the Company or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or

NOTICE OF THE AGM

- (iv) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company in force from time to time;

shall not exceed 20% of the total number of shares of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly;

- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the capital of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF THE AGM

5. **“THAT:**
- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs and, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of the shares of the Company which may be repurchased by the Company pursuant to paragraph (a) of this resolution shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution, and the approval shall be limited accordingly;
 - (c) subject to the passing of each of the paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
 - (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF THE AGM

6. “**THAT** conditional upon the passing of resolutions numbered 4 and 5 set out in the notice convening the AGM, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to resolution numbered 4 set out in the notice convening the AGM be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted and issued by the Directors pursuant to such general mandate an amount representing the aggregate number of the shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 set out in the notice convening the AGM, provided that such amount shall not exceed 10% of the total number of share of the Company in issue at the date of passing of this resolution.”

By order of the Board
New Amante Group Limited
Wong Chi Yung

Chairman of the Board and Chief Executive Officer

Hong Kong, 7 September 2023

Notes:

- (1) A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company to vote in his/her/its stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and 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 must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the appointed time for the holding the meeting (i.e. at 11:00 a.m. on 4 October 2023) or any adjournment thereof.
- (2) 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.
- (3) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF THE AGM

- (4) The register of members of the Company will be closed for a period from 3 October 2023 to 6 October 2023, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on 29 September 2023.
- (5) With regard to the resolutions 4 to 6 of the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.
- (6) Each of the above resolutions will be put to vote by way of a poll at the AGM, and the results of the poll will be published on the websites of the Stock Exchange and the Company.
- (7) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in force in Hong Kong at 9:00 a.m. on the date of the AGM, the AGM 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.