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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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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 AMENDMENTS TO THE EXISTING AMENDED AND  
RESTATED ARTICLES OF ASSOCIATION AND ADOPTION OF  
THE FOURTH AMENDED AND RESTATED MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover shall have the same meanings as those defined in this circular.

A notice convening the EGM to be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 7 February 2024 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](http://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](http://www.amasse.com.hk).*

9 January 2024

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## CHARACTERISTICS OF GEM

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**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

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

“Announcement”	the announcement of the Company dated 3 January 2024 in relation to the proposed amendments to the Articles of Association
“Articles of Association”	the existing amended and restated articles of association of the Company
“Board”	the board of Directors
“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
“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, 7 February 2024 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“Fourth Amended and Restated Memorandum and Articles of Association”	the fourth amended and restated memorandum and articles of association of the Company incorporating and consolidating all the proposed amendments to the Articles of Association set out in Appendix I to this circular, and proposed to be adopted by the Company at the EGM
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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”	4 January 2024, 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

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## DEFINITIONS

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“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent.

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LETTER FROM THE BOARD

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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)**

*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

*Registered Office:*

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

*Independent Non-executive Directors:*

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

*Head Office and Principal Place of*

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

9 January 2024

*To the Shareholders*

*Dear Sir or Madam,*

**PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND  
RESTATED ARTICLES OF ASSOCIATION AND ADOPTION OF  
THE FOURTH AMENDED AND RESTATED MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding proposals for (i) the proposed amendments to the Articles of Association and the adoption of the Fourth Amended and Restated Memorandum and Articles of Association; and (ii) the notice of the EGM.

Reference is made to the announcement of the Company dated 3 January 2024. The Board proposes to seek approval from the Shareholders at the EGM for amendments to the Articles of Association for the purposes of, among others, (i) updating and bringing the Articles of Association in line with the amendments to the GEM Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from 31

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## LETTER FROM THE BOARD

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December 2023 onwards; and (ii) incorporating certain house keeping changes (collectively, the “**Proposed Amendments**”). The Company will seek approval from the Shareholders at the EGM for the adoption of the Fourth Amended and Restated Memorandum and Articles of Association incorporating the Proposed Amendments. The adoption of the Fourth Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of special resolution at the EGM. Details of the Proposed Amendments are set out in Appendix I to this circular.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the requirements of the GEM Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

### **EGM AND PROXY ARRANGEMENT**

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

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 special 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.

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](http://www.hkexnews.hk)) and the Company’s website ([www.amasse.com.hk](http://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.

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 the resolution to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### 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, 2 February 2024 to Wednesday, 7 February 2024, 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 for registration not later than 4:30 p.m. on Thursday, 1 February 2024.

### RECOMMENDATION

The Directors consider that the amendments to the Articles of Association and the adoption of the Fourth Amended and Restated Memorandum and Articles of Association are in the best 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.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Proposed amendments to the Articles of Association) to this circular. 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*



**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The following are the proposed changes to the existing Articles of Association as introduced by the Fourth Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, articles referred to herein are articles of the existing Articles of Association:

<b>COVER</b>	
<p><b>THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION</b></p> <p><b>Amasse Capital Holdings Limited</b> 寶積資本控股有限公司</p> <p>(adopted by a Special Resolution passed on 13 February 2023)</p>	<p><del>THIRD</del><b>FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION</b></p> <p><b>Amasse Capital Holdings Limited</b> 寶積資本控股有限公司</p> <p>(adopted by a Special Resolution passed on <del>13 February 2023</del> 7 February 2024)</p>
<b>HEADING</b>	
<p><b>THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF AMASSE CAPITAL HOLDINGS LIMITED</b> 寶積資本控股有限公司 (Company)</p> <p>(adopted by a Special Resolution passed on 13 February 2023)</p>	<p><del>THIRD</del><b>FOURTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF AMASSE CAPITAL HOLDINGS LIMITED</b> 寶積資本控股有限公司 (Company)</p> <p>(adopted by a Special Resolution passed on <del>13 February 2023</del> 7 February 2024)</p>
<b>ARTICLES OF ASSOCIATION</b>	
<b>Existing Articles of Association</b>	<b>Proposed amendments to the Articles of Association</b>
<p><b>THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF AMASSE CAPITAL HOLDINGS LIMITED</b> 寶積資本控股有限公司 (Company)</p> <p>(adopted by a Special Resolution passed on 13 February 2023)</p>	<p><del>THIRD</del><b>FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF AMASSE CAPITAL HOLDINGS LIMITED</b> 寶積資本控股有限公司 (Company)</p> <p>(adopted by a Special Resolution passed on <del>13 February 2023</del> 7 February 2024)</p>
-	<p><b>Article 1(b)</b></p> <p>The following new definition of “Company’s website” is to be inserted immediately following the definition of “Company” in Article 1(b):</p> <p><b><u>Company’s website:</u></b></p> <p><u>means the website of the Company to which any Shareholder may have access, the address or domain name of which has been notified to the Shareholders by the Company or as subsequently amended by notice given to the Shareholders by the Company;</u></p>

<b>ACCOUNTS</b>	
<p><b>Article 175(b)</b></p> <p>Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors’ report and a copy of the Auditors’ report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.</p>	<p><b>Article 175(b)</b></p> <p>Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors’ report and a copy of the Auditors’ report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent <del>by post</del> <u>in accordance with Article 180 (b)</u> together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.</p>

**APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>NOTICES</b>	
<p><b>Article 180(b)</b></p> <p>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p>	<p><b>Article 180(b)</b></p> <p>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be <del>authorised</del><u>supplied</u> by the Shareholder concerned or by publishing it on <del>at</del> <u>the Company's</u> website and <del>notifying the Shareholder concerned, that it has been so published</del><u>the website of the HK Stock Exchange.</u></p>

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**APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<p><b>Article 181(a)</b></p> <p>Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.</p>	<p><b>Article 181(a)</b></p> <p>Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of <u>(i) an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address;</u> or <u>(ii) an electronic address for the purpose of service of notice.</u> Where the registered address of the Shareholder is outside the Relevant Territory, notice, <u>(i) if given through the post, shall be sent by prepaid airmail letter where available;</u> or <u>(ii) if served by electronic means, shall be sent in accordance with Article 180 (b).</u></p>
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**APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<p><b>Article 181(b)</b></p> <p>Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re- electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p>	<p><b>Article 181(b)</b></p> <p>Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address, <u>or, in case of electronic communications, fails to supply his electronic address or a correct electronic address,</u> to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re- electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he <del>served in the manner so described which</del> <u>may obtain a copy of the relevant document, or by displaying or otherwise making available in the relevant notice or document on the Company’s website and stating the address within the Relevant Territory at which he may obtain a copy of the notice or the document.</u> Any notice or document served in the manner so described shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address <u>or, in case of electronic communications, no or an incorrect electronic address</u> for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p>
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**APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<p><b>Article 181(c)</b></p> <p>If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.</p>	<p><b>Article 181(c)</b></p> <p>If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address <u>or by electronic means to his electronic address</u> but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address <u>or a new electronic address</u> for the service of notices on him.</p>
<p>-</p>	<p><b>Article 181(d)</b></p> <p><u>Notwithstanding any election by a Shareholder and subject to the Listing Rules, if the Company is advised that the sending of any notice or other documents to any electronic address supplied by a Shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the Shareholder is located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the Shareholder concerned, place the same on the Company’s website and the website of the HK Stock Exchange, and any such placement shall be deemed effective service on the Shareholder, and the relevant notice and document shall be deemed to be served on the Shareholder on which the same is placed on the Company’s website and the website of the HK Stock Exchange.</u></p>

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**APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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-	<p><b>Article 181(e)</b></p> <p><u>Notwithstanding any election by a Shareholder from time to time to receive any notice or document through electronic means, such Shareholder may, at any time, require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as Shareholder, is entitled to receive.</u></p>
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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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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)**

**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, 7 February 2024 at 11:00 a.m. for the following purposes:

**SPECIAL RESOLUTION**

1. as special business, to consider and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

“**THAT**

the fourth amended and restated memorandum of association and articles of association of the Company (copies of which have been produced to the extraordinary general meeting of the Company held on 7 February 2024 (“**EGM**”) and marked “A” and initialled by the chairman of the EGM for the purpose of identification) (the “**Fourth Amended and Restated Memorandum and Articles of Association**”) be and are hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum of association and articles of association of the Company respectively immediately after the close of the EGM and that any one Director or officer of the Company be and is hereby authorised to do all things necessary to implement the adoption of the Fourth Amended and Restated Memorandum and Articles of Association and to attend to all necessary filings in Hong Kong and in the Cayman Islands.”

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

Hong Kong, 9 January 2024

*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



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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, 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.
2. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 2 February 2024 to Wednesday, 7 February 2024, 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, 1 February 2024.
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. 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.
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](http://www.hkexnews.hk) and the Company’s website at [www.amasse.com.hk](http://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](http://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](http://www.amasse.com.hk).*