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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)**

- (1) RESIGNATION OF DIRECTORS;**  
**(2) APPOINTMENT OF DIRECTORS;**  
**(3) CHANGE OF AUTHORISED REPRESENTATIVE; AND**  
**(4) CHANGE OF COMPOSITION OF**  
**COMMITTEES OF THE BOARD**

**RESIGNATION OF DIRECTORS**

The board (the “**Board**”) of directors (“**Directors**”, and each, a “**Director**”) of Amasse Capital Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces with effect from 6 February 2026 that (i) Mr. Lo Mun Lam Raymond (“**Mr. Lo**”) and Ms. Tsang Kwong Wan (“**Ms. Tsang**”) have tendered their resignation as an executive Director; and (ii) Mr. Cheung Pak To, BBS (“**Mr. Cheung**”), Mr. Li Wing Sum Steven (“**Mr. Li**”) and Dr. Yu Yuen Ping (“**Mr. Yu**”) have tendered their resignation as an independent non-executive Director as they would like to devote more time to their other personal commitments.

Mr. Lo, Ms. Tsang, Mr. Cheung, Mr. Li and Dr. Yu confirmed that they have no disagreement with the Board and there are no matters in respect of their respective resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its gratitude to the above Directors for their valuable efforts and contributions to the Company during their tenure of office.

## APPOINTMENT OF DIRECTORS

The Board is pleased to announce that (i) Mr. Xie Lei (“**Mr. Xie**”), Mr. Wu Peisheng (“**Mr. Wu**”) and Ms. Li Xianchang (“**Ms. Li**”) have been appointed as executive Director; and (ii) Mr. Liu Zhanqing (“**Mr. Liu**”) and Mr. Lin Haining (“**Mr. Lin**”) have been appointed as independent non-executive Director, all with effect from 6 February 2026.

Set out below are their biographical details:

### **Mr. Xie**

Mr. Xie, aged 53, has been appointed as an executive Director with effect on 6 February 2026. He obtained a bachelor degree in human resource management from 國家開放大學(The Open University of China) in the People’s Republic of China (the “**PRC**”) in 2024.

Mr. Xie has been served as the chairman of the board of directors of ZhongFang International Investment Group Limited (中房集團國際投資股份有限公司) since 2019. Mr. Xie has extensive experience in property development, company’s operational management, marketing and overall strategy, as well as business planning and execution, with rich experience in corporate operation and management.

Mr. Xie is the president of 全球謝氏宗親聯誼總會 (Global Xie Clan Association\*), the vice-president of 世界華人協會 (United World Chinese Association), and the honorary chairman of 香港新界廠商聯合會 (New Territories Manufacturers Association (Hong Kong)).

As at the date of this announcement, China Real Estate Enterprise (Hong Kong) Holdings Limited (“**China Real Estate**”), a company incorporated in the British Virgin Islands, is interested in 120,000,000 ordinary shares in the Company, representing approximately 10% of the total number of shares of the Company in issue.

The entire issued share capital of China Real Estate is legally and beneficially owned by Mr. Xie who is deemed to be interested in the shares held by China Real Estate by virtue of the SFO.

The Company entered into a letter of appointment with Mr. Xie for an initial term of three years. The letter of appointment may be terminated by either party by written notice of not less than one month. Mr. Xie shall hold office until the next following annual general meeting of the Company and shall then be subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on GEM of the Stock

Exchange (the “**GEM Listing Rules**”). Mr. Xie is entitled to a remuneration of HK\$50,000 per month, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee and shall be reviewed annually by the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Xie (i) does not have or is not deemed to have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) of the Company; (ii) does not have any relationship with the Directors, senior management or substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company; (iii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (iv) does not hold any other positions with the Company or other members of the Group; and (v) there is no other information in relation to him that is required to be disclosed pursuant to Rule 17.50 (2)(h) to (x) of the GEM Listing Rules.

#### **Mr. Wu**

Mr. Wu, aged 29, has been appointed as an executive Director with effect on 6 February 2026. He obtained a bachelor degree in management from 廣東科技學院 (Guangdong University of Science and Technology) in the PRC in 2018.

Mr. Wu is the founder and chief executive officer of 廣西久富貿易有限公司 (Guangxi Jiufu Trading Co., Ltd.\*), a company principally engaged in e-commerce, focusing on e-commerce platform operations, strategy and cross-border business development, with a deep understanding and practical experience in global e-commerce ecology, digital marketing and supply chain management. Mr. Wu also has many years of experience in the market of agricultural products, including agarwood and spice products, related agricultural expansion operations and supply chain management.

As at the date of this announcement, Mr. Wu is interested in 72,000,000 ordinary shares in the Company, representing approximately 5.82% of the total number of shares of the Company in issue.

The Company entered into a letter of appointment with Mr. Wu for an initial term of three years. The letter of appointment may be terminated by either party by written notice of not less than one month. Mr. Wu shall hold office until the next following annual general meeting of the Company and shall then be subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the GEM Listing Rules. Mr. Wu is entitled to a remuneration of

HK\$50,000 per month, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee and shall be reviewed annually by the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Wu (i) does not have or is not deemed to have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) of the Company; (ii) does not have any relationship with the Directors, senior management or substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company; (iii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (iv) does not hold any other positions with the Company or other members of the Group; and (v) there is no other information in relation to him that is required to be disclosed pursuant to Rule 17.50 (2)(h) to (x) of the GEM Listing Rules.

#### **Ms. Li**

Ms. Li, aged 55, has been appointed as an executive Director with effect on 6 February 2026. She obtained a professional diploma in trade economics from 湛江師範學院 (Zhanjiang Normal University\*) in the PRC in 1990.

Ms. Li has been worked as a manager of 粵西中藥產業園(茂名)開發建設有限公司 (Guangdong Western Traditional Chinese Medicine Industrial Park (Maoming) Development and Construction Co., Ltd.\*) a company engaged in the business of agricultural products and Chinese herb, since 2010. Ms. Li has extensive experience in agricultural industry including planting, production and sales of Chinese medicinal materials, modern farm management, and supply chain management.

The Company entered into a letter of appointment with Ms. Li for an initial term of three years. The letter of appointment may be terminated by either party by written notice of not less than one month. Ms. Li shall hold office until the next following annual general meeting of the Company and shall then be subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the GEM Listing Rules. Ms. Li is entitled to a remuneration of HK\$10,000 per month, which is determined by the Board with reference to her duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee and shall be reviewed annually by the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Ms. Li (i) does not have or is not deemed to have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) of the Company; (ii) does not have any relationship with the Directors, senior management or substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company; (iii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (iv) does not hold any other positions with the Company or other members of the Group; and (v) there is no other information in relation to her that is required to be disclosed pursuant to Rule 17.50 (2)(h) to (x) of the GEM Listing Rules.

### **Mr. Liu**

Mr. Liu, aged 60, has been appointed as an independent non-executive Director with effect on 6 February 2026. He obtained a Master's Degree in Business Administration from the China Europe International Business School (中歐國際工商學院) in the PRC in September 2008. and as a founding partner and managing partner of QZJ Investments and Management Center, L.P. (北京清志傑投資管理中心(有限合夥)) since September 2017.

Mr. Liu has served as an independent non-executive Director of Sunshine Insurance Group Company Limited (Hong Kong stock code: 6963) since December 2018. He served as (i) a non-executive director of Lamtex Holdings Ltd. (Hong Kong stock code: 1041), the listing of its shares were cancelled in April 2022; (ii) the deputy general manager of China National Agricultural Development Group Co., Ltd. (中國農業發展集團有限公司) and the chairman of the board of directors and general manager of China National Fisheries Corp. (中國水產總公司) (now known as China National Fisheries Co., Ltd. (中國水產有限公司)).

The Company entered into a letter of appointment with Mr. Liu for an initial term of three years. The letter of appointment may be terminated by either party by written notice of not less than one month. Mr. Liu shall hold office until the next following annual general meeting of the Company and shall then be subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the GEM Listing Rules. Mr. Liu is entitled to a remuneration of HK\$10,000 per month, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee and shall be reviewed annually by the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Liu (i) does not have or is not deemed to have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) of the Company; (ii) does not have any relationship with the Directors, senior management or substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company; (iii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (iv) does not hold any other positions with the Company or other members of the Group; and (v) there is no other information in relation to her him that is required to be disclosed pursuant to Rule 17.50 (2)(h) to (x) of the GEM Listing Rules on the Stock Exchange.

Mr. Liu has confirmed (a) his independence as regards to each of the factors contained in Rule 5.09 (1) to (8) of the GEM Listing Rules; (b) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment.

#### **Mr. Lin**

Mr. Lin, aged 49, has been appointed as an independent non-executive Director with effect on 6 February 2026. He obtained a bachelor degree in English from 中國海洋大學(Ocean University of China) in the PRC in 1998. He also obtained a master degree in law from 北京大學 in the PRC in 2004.

Mr. Lin had been previously worked as a lawyer of 北京中倫律師事務所 (Beijing Zhonglun Law Firm) and 北京君合律師事務所 (Beijing Junhe Law Firm) for the period from 2005 to 2015. Subsequently, he has worked as a lawyer at 北京天元律師事務所 (Beijing Tianyuan Law Firm) since 2015, and is currently the senior partner of the firm.

The Company entered into a letter of appointment with Mr. Lin for an initial term of three years. The letter of appointment may be terminated by either party by written notice of not less than one month. Mr. Lin shall hold office until the next following annual general meeting of the Company and shall then be subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the GEM Listing Rules. Mr. Lin is entitled to a remuneration of HK\$10,000 per month, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee and shall be reviewed annually by the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Lin (i) does not have or is not deemed to have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) of the Company; (ii) does not have any relationship with the Directors, senior management or substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company; (iii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (iv) does not hold any other positions with the Company or other members of the Group; and (v) there is no other information in relation to her him that is required to be disclosed pursuant to Rule 17.50 (2)(h) to (x) of the GEM Listing Rules on the Stock Exchange.

Mr. Lin has confirmed (a) his independence as regards to each of the factors contained in Rule 5.09 (1) to (8) of the GEM Listing Rules; (b) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons ( as defined in the GEM Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment.

#### **CHANGE OF AUTHORISED REPRESENTATIVE**

The Board announces that, with effect from 6 February 2026, Ms. Tsang resigned as the authorized representative of the Company, and Mr. Law Hok Yu, the company secretary of the Company, has been appointed as the authorized representative of the Company.

#### **CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD**

With effect from 6 February 2026,

- (1) Ms. Tsang ceased to be a member of the Board’s remuneration committee (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”).
- (2) Mr. Cheung ceased to be a chairman of the Remuneration committee and a member of the Board’s audit committee (the “**Audit Committee**”) and the Nomination Committee.
- (3) Mr. Li ceased to be a chairman of the Audit Committee and a member of the Remuneration Committee.
- (4) Dr. Yu ceased to be a member of the Audit Committee and Nomination Committee.

- (5) Ms. Wong Chi Yan, an independent non-executive Director, has been appointed as the chairman of the Audit Committee.
- (6) Mr. Liu has been appointed as the chairman of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee.
- (7) Ms. Li has been appointed as a member of the Remuneration Committee and the Nomination Committee.
- (8) Mr. Lin has been appointed as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

By order of the Board  
**Amasse Capital Holdings Limited**  
**Mr. Chan Wai Kit**  
*Executive Director*

Hong Kong, 6 February 2026

*As at the date of this announcement, the executive Directors are Mr. Chan Wai Kit, Mr. Xie Lei, Mr. Wu Peisheng, Ms. Li Xianchang, Mr. Fan Kaiye and Ms. Jiang Dandan; and the independent non-executive Directors are Mr. Liu Zhanqing, Mr. Lin Haining and Ms. Wong Chi Yan.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “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 publication and the Company website at [www.amasse.com.hk](http://www.amasse.com.hk).*

*\* for identification purpose only*

*In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.*