THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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AMASSE CAPITAL
寶積資本

Amasse Capital Holdings Limited
寶積資本控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8168)

(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, (2) RE-ELECTION OF DIRECTORS, (3) PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE FIFTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Amasse Capital Holdings Limited to be held at 908, 9/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong on Thursday, 26 March 2026 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, 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 AGM 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 should you so wish.

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

25 February 2026

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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Notice of Annual General Meeting AGM-1

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

"AGM"	the annual general meeting of the Company to be held at 908, 9/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong on Thursday, 26 March 2026 at 10:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which are set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
"Articles of Association"	the existing amended and restated articles of association of the Company
"Board"	the board of Directors
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"close associate(s)"	has the meaning ascribed to such term in the GEM Listing Rules
"Companies Act"	the Companies Act (as revised) of the Cayman Islands
"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
"controlling shareholder(s)"	has the meaning ascribed to such term in the GEM Listing Rules
"core connected person(s)"	has the meaning ascribed to such term in the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"Extended Mandate"	a general mandate proposed to be granted to the Directors at the AGM to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued Shares as at the date of passing of the relevant resolution granting such mandate
"Fifth Amended and Restated Memorandum and Articles of Association"	the fifth amended and restated memorandum and articles of association of the Company proposed to be adopted with effect from the close of the AGM following the passing of the relevant special resolution
"GEM"	GEM of the Stock Exchange

"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"General Mandates"	the Issue Mandate, the Repurchase Mandate and the Extended Mandate
"Group"	the Company and its subsidiaries
"HK$" or "Hong Kong dollar(s)"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the issued Shares as at the date of passing of the ordinary resolution granting such mandate
"Latest Practicable Date"	23 February 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Memorandum"	the existing amended and restated memorandum of association of the Company
"Nomination Committee"	nomination committee of the Company
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued Shares as at the date of passing of the ordinary resolution granting such mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"substantial shareholder(s)"	has the meaning ascribed to such term in the GEM Listing Rules
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended from time to time
"%"	per cent

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:
Mr. Xie Lei
Mr. Fan Kaiye
Mr. Wu Peisheng
Mr. Chan Wai Kit
Ms. Jiang Dandan
Ms. Li Xianchang

Independent Non-executive Directors:
Mr. Liu Zhanqing
Mr. Lin Haining
Ms. Wong Chi Yan

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

25 February 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, (2) RE-ELECTION OF DIRECTORS, (3) PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE FIFTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION, AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding proposals for (i) the grant of the General Mandates; (ii) the proposed re-election of retiring Directors; (iii) amendments to the Memorandum and Articles of Association and the adoption of the Fifth Amended and Restated Memorandum and Articles of Association; and (iv) give you notice of the AGM.

(1) PROPOSED GRANT OF THE GENERAL MANDATES

(a) Issue Mandate and Extended Mandate

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares not exceeding 20% of the issued Shares as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued Shares as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 1,204,700,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company during the period from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 240,940,000 Shares.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the issued Shares as at the date of passing of the relevant resolution at the AGM.

In accordance with the requirements of the GEM Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

(2) PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised Mr. Xie Lei, Mr. Fan Kaiye, Mr. Wu Peisheng, Mr. Chan Wai Kit, Ms. Jiang Dandan and Ms. Li Xianchang, as executive Directors; Mr. Liu Zhanqing, Mr. Lin Haining and Ms. Wong Chi Yan as independent non-executive Directors.

In accordance with article 108 and 112 of the Articles of Association, Mr. Xie Lei, Mr. Fan Kaiye, Mr. Wu Peisheng, Mr. Chan Wai Kit, Ms. Jiang Dandan, Ms. Li Xianchang, Mr. Liu Zhanqing, Mr. Lin Haining and Ms. Wong Chi Yan will retire from office and being eligible, have offered themselves for re-election at the AGM.

The Nomination Committee has assessed and reviewed each of the independent non-executive Directors' annual written confirmation of independence based on the independence guidelines as set out in Rule 5.09 to the GEM Listing Rules and are independent in accordance with the terms of the guidelines. The Nomination Committee also evaluated the performance of each of the retiring Directors during the year ended 30 September 2025 based on the nomination policy of the Company and considered that their respective experiences, qualifications and character can bring further contributions to the Board and its diversity. Upon the nomination by the Nomination Committee, the Board has recommended the retiring Directors to stand for re-election as Directors at the AGM. For

good corporate governance, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders. The Board believes that the continuous appointment of the retiring Directors contributes to the stability and diversity of the Board.

Details of the Directors who are proposed to be re-elected at the AGM as required to be disclosed under the GEM Listing Rules are set out in Appendix II to this circular.

(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE FIFTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 16 February 2026. The Board proposes to seek approval from the Shareholders at the AGM for amendments to the Memorandum and the Articles of Association, in order to (i) reflect and align with the regulatory requirements, including the relevant requirements of the GEM Listing Rules, in connection with hybrid meetings and electronic voting requirements, treasury shares and the electronic dissemination of corporate communications by listed issuers; (ii) modernising and providing flexibility to the Company in relation to the conduct of general meetings; and (iii) making certain other housekeeping changes (collectively, the "**Proposed Amendments**").

The Company will seek approval from the Shareholders at the AGM by way of special resolution for the adoption of the Fifth Amended and Restated Memorandum and Articles of Association incorporating the Proposed Amendments. Details of the Proposed Amendments are set out in Appendix III 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 conform with the requirements of the GEM Listing Rules and the laws of the Cayman Islands.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 23 March 2026 to Thursday, 26 March 2026, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of Shares, accompanies 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 Friday, 20 March 2026.

AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, ordinary resolutions will be proposed to approve, *inter alia*, the granting of the General Mandates and the re-election of Directors.

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, all resolutions as set out in the notice of the AGM to be proposed at the AGM shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of Stock Exchange (www.hkexnews.hk) and the Company's website (www.amasse.com.hk) respectively. Whether or not you are able to attend the AGM, 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 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors consider that (i) the granting of the General Mandates; (ii) the re-election of Directors; and (iii) the proposed amendments to the Memorandum and Articles of Association and the adoption of the Fifth 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 relevant resolutions to be proposed at the AGM.

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.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate), Appendix II (Details of the Retiring Directors proposed to be re-elected at the AGM) and Appendix III (Details of the Proposed Amendments) to this circular.

Yours faithfully,
By order of the Board
Amasse Capital Holdings Limited
Chan Wai Kit
Executive Director

This appendix serves as an explanatory statement, as required by the Rule 13.08 of the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. ISSUED SHARE

As at the Latest Practicable Date, there were 1,243,700,000 Shares in issue. Subject to the passing of the ordinary resolution set out in resolution no. 5 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company during the period from the Latest Practicable Date to the date of the AGM, i.e. 1,243,700,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 124,370,000 Shares, representing 10% of the issued Shares as at the date of the AGM.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets 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.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

In the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position of the Company as disclosed in the audited financial statements for the year ended 30 September 2025 contained in the annual report 2024-2025 of the Company.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or a group of Shareholders.

As at the Latest Practicable Date and insofar as the Directors are aware, the following substantial shareholders have interests in the Company as follows:

Name of Shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
China Real Estate Enterprise (Hong Kong) Holdings Ltd *(Note)*	120,000,000	9.65%	10.72%
Mr. Xie Lei *(Note)*	120,000,000	9.65%	10.72%
Mr. Wu Peisheng	72,000,000	5.79%	6.43%
Mr. Wen Wenya	145,000,000	11.66%	12.95%

Note: China Real Estate Enterprise (Hong Kong) Holdings Ltd. ("**China Real Estate**") is a company incorporated in the British Virgin Islands with limited liability and is directly wholly owned by Mr. Xie Lei ("**Mr. Xie**"). Mr. Xie is thus deemed to be interested in all the Shares held by China Real Estate under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**").

As at the Latest Practicable Date, China Real Estate was interested in 120,000,000 Shares, representing approximately 9.65% of the issued Shares; and Mr. Wu Peisheng ("**Mr. Wu**") was interested in 72,000,000 Shares, representing approximately 5.79%. In the event that the Directors should exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interest of China Real Estate and Mr. Wu would be increased to approximately 10.72% and 6.43% of the issued Shares respectively. Such increase may not trigger an obligation to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. Nevertheless, the Directors do not have any intention to exercise the Repurchase Mandate to such an extent that will trigger such obligation under the Takeover Code.

The Directors have no intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

6. UNDERTAKING

The Directors will exercise the power of the Company to make purchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No other core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Company confirms that neither the explanatory statement nor the proposed Share repurchase has any unusual features.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares have been made by the Company from the date of listing of its Shares on GEM and up to the Latest Practicable Date, whether on GEM or otherwise.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to the market conditions and the Company's capital management needs at the relevant time any repurchase of Shares is made. For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the GEM during each of the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Highest	Lowest
	HK$	*HK$*
2025		
February	0.101	0.077
March	0.079	0.055
April	0.065	0.055
May	0.066	0.060
June	0.064	0.050
July	0.055	0.046
August	0.053	0.046
September	0.055	0.048
October	0.086	0.053
November	0.190	0.080
December	0.137	0.105
2026		
January	0.175	0.138
February (up to the Latest Practicable Date)	0.158	0.136

Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the AGM according to the Articles of Association and will be proposed to be re-elected at the AGM are provided below:

EXECUTIVE DIRECTOR

Mr. Xie Lei, 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).

Mr. Fan Kaiye, aged 50, is an executive Director of the Company. He was appointed on 24 November 2025. Mr. Fan was graduated from Fudan University with a Master degree in Software Engineering in 2012. In recent years, he has served as a director of 北京鄉農普惠科技有限公司 (Beijing Xiangnong Puhui Technology Company Limited*) and a director of 華夏數字資本控股有限公司 (R01Labs Capital Holdings Limited).

Mr. Fan has been focusing on the development and promotion of agricultural and rural revitalization funds, industrial private equity funds and financial technology ("**FinTech**") including Web 3.0 and Real-World Assets ("**RWA** ") business. He is a co-author of《鄉村振興戰略-重構新農業》(Rural Revitalization Strategy - Reconstructing New Agriculture*) and an author of《Token經濟設計模式》(Token Economic Design Model*) under a pseudonym of Ye Kai.

Mr. Fan was (i) an executive director of Lamtex Holdings Limited, a company listed on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 1041, which was delisted on 22 April 2022), from 1 June 2018 to 21 December 2018; (ii) an independent director of 湖北美爾雅股份有限公司 (Hubei Mailyard Share Company Limited*), a company listed on Shanghai Stock Exchange (stock code:600107) from 16 February 2022 to 25 October 2022; and (iii) an executive director of Silkwave Inc, a company listed on the Stock Exchange (stock code: 471) from 18 March 2024 to 8 May 2024.

Mr. Wu Peisheng, 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.

Mr. Chan Wai Kit, aged 42, has been appointed as an executive Director with effect on 2 February 2026. He obtained a bachelor degree in information systems and a master degree of accounting from Curtin University of Technology, Australia. He has been appointed as a committee member of the 9th and 10th Committee of Maoming City of The Chinese People's Political Consultative Conference since January 2017. He has extensive experience in information technology, accounting, finance, corporate governance, strategic planning, as well as mergers and acquisitions.

Mr. Chan has been an independent non-executive director of Vicon Holdings Limited (stock code: 3878) since September 2021 and China Tontine Wines Group Limited (stock code: 389) since September 2024, the share of which are both listed on the Main Board of the Stock Exchange.

He has been an executive director of Mobile Internet (China) Holdings Limited (stock code: 1439) since March 2023, the shares of which were previously listed on the Main Board of the Stock Exchange and the listing of its shares was cancelled on 14 August 2024. He was an executive director of Asia Television Holdings Limited (stock code: 707), the shares of which are listed on Main Board of the Stock Exchange, from November 2018 to March 2023.

Ms. Jiang Dandan, aged 30, is an executive Director of the Company. She was appointed on 9 December 2025. Ms. Jiang obtained a Master of Science degree in Management (Marketing) from Swansea University in the United Kingdom in November 2021.

Ms. Jiang obtained a China Securities Investment Fund Practitioner Certificate and qualifed as a fund practitioner in the People's Republic of China in 2022, and also obtained a qualification for board secretary of listed company from the Shenzhen Stock Exchange in 2023.

In recent years, Ms. Jiang has served as senior investment manager in Zhongke Lingqi (Zhejiang) Private Equity Fund Management Co., Ltd.* (中科瓴啟(浙江)私募基金管理有限公司) and Ningshang Holding Group Co., Ltd.* (寧商控股集團有限公司), and she has rich experience in investment strategy and portfolio management, risk management and compliance, and client relations and financial reporting.

Ms. Li Xianchang, 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.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Liu Zhanqing, 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)).

Mr. Lin Haining, 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.

Ms. Wong Chi Yan, aged 44, has been appointed as an independent non-executive Director with effect on 2 February 2026.

Ms. Wong was awarded a Bachelor of Business Administration degree in Accounting from The Hong Kong Baptist University in December 2003. She was further awarded a Master of Laws degree in International Corporate and Financial Law from The University of Wolverhampton in the United Kingdom in November 2016.

Ms. Wong is an associate member of The Hong Kong Institute of Certified Public Accountants and an associate of each of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Ms. Wong has extensive experiences in auditing, accounting and financing as well as merger and acquisition.

Ms. Wong has been currently serving as an independent non-executive director for the following public companies listed in Hong Kong, namely (i) Success Dragon International Holdings Limited (stock code: 1182), the shares of which are listed on the Main Board of the Stock Exchange; (ii) China Hongbao Holdings Limited (stock code: 8316), the shares of which are listed on GEM of the Stock Exchange; and (iii) Famous Tech International Holdings Limited (stock code: 8100), the shares of which are listed on GEM of the Stock Exchange.

Ms. Wong served as an independent non-executive director for Hong Kong ChaoShang Group Limited (now known as Modern Innovative Digital Technology Company Limited (stock code: 2322)), the shares of which are listed on the Main Board of the Stock Exchange, from September 2023 to December 2023.

Ms. Wong was also the company secretary and authorised representative of China Properties Investment Holdings Limited (stock code: 736), the shares of which are listed on the Main Board of the Stock Exchange, from February 2018 to September 2023.

* *for identification purpose only*

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

If the serial numbering of the clauses of the Memorandum and Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Fifth Amended and Restated Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

COVER

~~FOURTH~~FIFTH AMENDED AND RESTATED
MEMORANDUM AND ARTICLES
OF ASSOCIATION

Amasse Capital Holdings Limited 寶積資本控股有限公司

(adopted by a Special Resolution passed on ~~7 February 2024~~26 March 2026)

THE MEMORANDUM OF ASSOCIATION

Proposed amendments showing changes to the Memorandum

~~FORTH~~FIFTH AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
AMASSE CAPITAL HOLDINGS LIMITED
寶積資本控股有限公司
(Company)

(adopted by a Special Resolution passed on ~~7 February 2024~~26 March 2026)

THE ARTICLE OF ASSOCIATION

Proposed amendments showing changes to the Article of Association

~~FORTH~~FIFTH AMENDED AND RESTATED
ARTICLE OF ASSOCIATION
OF
AMASSE CAPITAL HOLDINGS LIMITED
寶積資本控股有限公司
(Company)

(adopted by a Special Resolution passed on ~~7 February 2024~~26 March 2026)

Article No.	Proposed amendments showing changes to the existing Article of Association	
1(b)	**electronic:**	means relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time;
	electronic communication:	means a communication sent, transmitted, conveyed and received by electronic means in any form through any medium;
	electronic means:	means and includes sending or otherwise making available to the intended recipients of the communication in electronic format;
	electronic meeting:	means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;
	electronic record:	has the same meaning as in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time;
	hybrid meeting:	means a general meeting convened for the (i) physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;
	Meeting Location:	has the meaning given to it by Article 71A (1);
	physical meeting:	means a general meeting held and conducted by physical attendance and participation by members and/ or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations;
	Principal Meeting Place:	has the meaning given to it by Article 65;
	Shareholder or member:	means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered;

Transfer Office: means the place where the principal register of Shareholders is located for the time being~~.~~; and

Treasury Share(s): means share(s) of the Company that was/were previously issued but was/were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury share(s).

(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that "company" shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; ~~and~~

(iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force~~.~~;

(v) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other means of verifying the authenticity of an electronic record and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

(vi) Section 8 and Section 19 of the Electronic Transactions Act of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;

(vii) references to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;

(viii) references to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the Shareholders attending in person, by corporate representative or by proxy at that meeting;

(ix) references to a meeting (a) shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Act, the Listing Rules and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly; and (b) shall, where the context is appropriate, include a meeting that has been postponed or changed to another date, time and/or place and/or the electronic facilities and/or the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) has been changed by the Board pursuant to Article 71;

(x) references to a person's participation in the business of a general meeting include, without limitation and as relevant, the right (including, in the case of a corporation, through a duly authorised corporate representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act, the Listing Rules or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; and

(xi) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).

15(b) Shares purchased or redeemed by, or surrendered to, the Company may be cancelled or (subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority) classified and held as Treasury Shares.

(~~b~~c) Subject to the provisions of the Companies Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.

(~~c~~d) Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.

(~~d~~e) The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share.

(~~e~~f) The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.

15A Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Companies Act shall be held as Treasury Shares and not treated as cancelled if:

(a) the Board so determines prior to the purchase, redemption or surrender of those shares; and

(b) the relevant provisions of the Memorandum of Association of the Company, the Articles and the Companies Act are otherwise complied with.

15B No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Shareholders on a winding up) may be made to the Company in respect of a Treasury Share.

15C The Company shall be entered in the Register as the holder of the Treasury Shares. However:

(a) the Company shall not be treated as a Shareholder for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and

(b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.

15D Treasury Shares may be disposed of by the Company in accordance with the Companies Act and otherwise on such terms and conditions as the Board determines.

15E Subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time: (a)cancel any one or more Treasury Shares; or (b)transfer any one or more Treasury Shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).

63 All general meetings other than annual general meetings shall be called extraordinary general meetings. A general meeting may be held by means of such telephone, electronic facilities or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

63A All general meetings (including an annual general meeting, any extraordinary general meeting, any adjourned meeting or any postponed meeting) may be held:(a) as a physical meeting in any part of the world and at one or more locations as provided in Article 71A, (b) as a hybrid meeting or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.

64 The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the voting rights (on a one vote per share basis) in the capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board and adding resolutions to the agenda of the meeting for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Place~~may do so in the same manner~~, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

65 An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice for any general meeting shall specify: (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "**Principal Meeting Place**") and the other place(s) of the meeting; (c) if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or when and how such details will be made available by the Company prior to the meeting; (d) the agenda of the meeting and particulars of resolutions to be considered at the meeting; and (e) in case of special business (as defined in Article 67), the general nature of that business. The notice for every general meeting shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, ~~and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business,~~ and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all Shareholders of the Company.

71 Subject to Article 71A, t~~T~~he chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place(s) to place(s) and/or from one form to another (as a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

71A (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("**Meeting Location(s)**") determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

(2) All general meetings are subject to the following:

(a) where a member or proxy is attending by being present or by proxy at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;

(b) members present in person or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting in person or by proxy by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

(c) where members and/or their proxies attend a meeting by being present at one of the Meeting Locations and/or where members and/or their proxies participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members and/or their proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

(d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.

(3) The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or attendance and/or participation and/or voting at an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is unable to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of such member to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

(4) If it appears to the chairman of the general meeting that:

(a) the electronic facilities at the Principal Meeting Place and/or at such other Meeting Location(s) at which the meeting may be attended have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting or are insufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or

(b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting; or

(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/ or vote at the meeting; or

(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting, then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including an adjournment for an indefinite period), or in the case of an electronic meeting or a hybrid meeting, change the electronic facilities. All business conducted at the meeting up to the time of any such adjournment or change of electronic facilities shall be valid.

(5) The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction which the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting, including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the inspection of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, and determining the number and frequency of and the time allowed for questions that may be raised at a meeting. Members and their proxies shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made by the Board and, at any general meeting, by the chairman of the meeting pursuant to this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

(6) If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is unreasonable or impractical for any reason to hold the general meeting on the date and/or at the time and/or at the place and/or using the electronic facilities and/or in the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time, and/or (b) change the place and/or the electronic facilities and/ or the form of the meeting (as a physical meeting, an electronic meeting or a hybrid meeting), without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement and/or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where a number 8 or higher typhoon signal, extreme conditions, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

(a) when (i) a meeting is postponed and/or (ii) there is a change in the place and/or the electronic facilities and/or form of the meeting, the Company shall: endeavour to post a notice of such postponement and/or change on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement and/or automatic change of such meeting); and subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website above, the Board shall fix the date, time, place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable) for the postponed and/or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy form) if they are received as required by these Articles not less than forty-eight hours before the time of the postponed and/or changed meeting; and

(b) notice of the business to be transacted at the postponed and/or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed and/or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.

(7) All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71A (4), any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

(8) Without prejudice to the other provisions in this Article, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as shall permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting and shall be counted in the quorum of the meeting.

72 At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted by a show of hands. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:

79B All members (including a member which is a Clearing House (or its nominee(s))) have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

82 A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a poll or on a show of hands, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting or adjourned meeting or postponed meeting (as the case may be), be delivered.

84 No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting or postponed meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

88 (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

88 (2) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), or if the Company has provided an electronic address in accordance with Article 88(1), shall be received at the electronic address specified, not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or postponed meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

91 A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, or if the Company has provided an electronic address in accordance with Article 88, shall have been received by the Company at the electronic address so specified, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the proxy is used.

180 (b) 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 electronic address as may from time to time be supplied by the Shareholder concerned or by publishing it on the Company's website and the website of the HK Stock Exchange.

181 (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of (i) an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address; or (ii) an electronic address for the purpose of service of notice. Where the registered address of the Shareholder is outside the Relevant Territory, notice, (i) if given through the post, shall be sent by prepaid airmail letter where available~~,~~; or (ii) if served by electronic means, shall be sent in accordance with Article 180(b).

181 (b) 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, or, in case of electronic communications, fails to supply his electronic address or a correct electronic 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 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 the website of the HK Stock Exchange and stating the address within the Relevant Territory at which he may obtain a copy of the notice or the document. Any notice or document served in the manner so described shall be sufficient service as regards Shareholders with no registered or incorrect addresses, or, in case of electronic communications, no electronic address or an incorrect or a non-functional electronic address, 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 or, in case of electronic communications, no or an incorrect electronic 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.

181 (d) 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 the date on which the same is first placed on the Company's website and the website of the HK Stock Exchange.

182 Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or made available on the Company's ~~a~~ website and the website of the HK Stock Exchange shall be deemed to have been served or delivered on the first day it was so published.

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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Amasse Capital Holdings Limited (the "**Company**") will be held at 908, 9/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong on Thursday, 26 March 2026 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the "**Director(s)**") and auditor of the Company for the year ended 30 September 2025;

2. (a) To re-elect Mr. Xi Lei as executive Director;

   (b) To re-elect Mr. Fan Kaiye as executive Director;

   (c) To re-elect Mr. Wu Peisheng as executive Director;

   (d) To re-elect Ms. Jiang Dandan as executive Director;

   (e) To re-elect Ms. Li Xianchang as executive Director;

   (f) To re-elect Mr. Liu Zhangqing as independent non-executive Director;

   (g) To re-elect Mr. Lin Haining as independent non-executive Director;

   (h) To re-elect Ms. Wong Chi Yan as independent non-executive Director;

   (i) To authorize the board of Directors of the Company to fix the Directors' remuneration;

3. To re-appoint OOP CPA & Co. as auditor of the Company and to authorise the board of Directors of the Company to fix its remuneration;

and to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. "**THAT**

(a) subject to paragraph (c) of this Resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with unissued shares in the share capital of the Company or securities convertible into the shares, options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution above, shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph above, otherwise than pursuant to

(i) a Rights Issue (as hereinafter defined); or

(ii) the exercise of options under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares of the Company or right to acquire shares of the Company; or

(iii) 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 in accordance with the Articles of Association of the Company in force from time to time; or

(iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company,

shall not exceed 20% of the shares of the Company in issue on the date of the 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 date of the passing of this resolution until whichever is the earliest 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 by the Articles of Association of the Company or the Companies Act of the Cayman Islands or any other applicable law of the Cayman Islands; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

"Rights Issue" means an offer of shares 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 of the Company on the register on a fixed record date in proportion to their then holdings of such shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).";

5. "**THAT**

(a) subject to paragraph (b) of this Resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares in the share capital of the Company on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) of the Resolution above shall not exceed 10% of the issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of the Resolution shall be limited accordingly;

(c) for the purposes of this resolution, "Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest 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 law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.";

6. "**THAT**, conditional upon resolutions nos. 4 and 5 above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no. 5 above be and hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 above, provided that such amount shall not exceed 10% of the issued shares of the Company at the date of passing of this resolution.".

SPECIAL RESOLUTION

7. 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 fifth amended and restated memorandum of association and articles of association of the Company (copies of which have been produced to the annual general meeting of the Company held on 26 March 2026 ("**AGM**") and marked "A" and initialled by the chairman of the AGM for the purpose of identification) (the "**Fifth 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 AGM 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 Fifth Amended and Restated Memorandum and Articles of Association and to attend to all necessary filings in Hong Kong and in the Cayman Islands, and the Company's registered office provider be and is hereby authorised and instructed to make such filing with the Registrar of Companies in the Cayman Islands as is necessary in connection with this resolution."

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

Hong Kong, 25 February 2026

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

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

Notes:

(a) Any shareholder of the Company (the "**Shareholder**") entitled to attend and vote at the annual general meeting (the "**AGM**") 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 AGM 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.

(b) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 23 March 2026 to Thursday, 26 March 2026, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of Shares, accompanies 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 Friday, 20 March 2026.

(c) A form of proxy for use in connection with the AGM is enclosed. If you are not able to attend and vote at the AGM 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 AGM or its any adjournment should he/she/it so wish.

(d) 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 AGM 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 AGM or its any adjournment should he/she/it so wish.

(e) Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, 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 AGM 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.

(f) If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company's website at www.amasse.com.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

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

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