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AMASSE CAPITAL
寶積資本

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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8168)

NOTICE 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.