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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)**

## **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



On 13 March 2026 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to place, on a best effort basis, to not less than six independent Places for up to 240,940,000 new Shares at a price of HK\$0.114 per Placing Share, for and on behalf of the Company.

The Placing is conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in the Placing Shares. If such condition is not fulfilled, the Placing will not proceed.

The maximum number of 240,940,000 Placing Shares represents approximately 19.37% of the entire issued share capital of the Company of 1,243,700,000 Shares as at the date of this announcement and approximately 16.23% of the Company's entire issued share capital as enlarged by the Placing.

The net proceeds from the Placing of approximately HK\$26.64 million (assuming the Placing Shares are fully placed and after all relevant costs and expenses) will be used for the development of the Group's existing business, including but not limited to the setup of a branch in Beijing, the PRC for promotion of the Group's financial services and general working capital.

## THE PLACING AGREEMENT

- Date: 13 March 2026 (after trading hours)
- Placing Agent: Tse's Securities Limited. To the best of the Company's knowledge, information and belief, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.
- Placees: The Placing Shares will be placed to not less than six Placees (who will be independent individual, corporate and/or other investors) and their ultimate beneficial owners will be Independent Third Parties. It is expected that no Placee will become a substantial Shareholder (as such term is defined in the GEM Listing Rules) immediately following completion of the Placing.
- Number of Placing Shares: Up to 240,940,000 new Shares, to be placed by the Placing Agent on a best effort basis. Assuming the Placing Shares are fully placed, the Placing Shares represents approximately 19.37% of the entire issued share capital of the Company of 1,243,700,000 Shares as at the date of this announcement and approximately 16.23% of the Company's entire issued share capital as enlarged by the Placing. The nominal value of the Placing Shares is HK\$2,409,400.
- Placing Price: HK\$0.114 per Placing Share. The Placing Price was agreed after arm's length negotiations between the Company and the Placing Agent, with reference to, among other things, the recent trading price of the Shares on the Stock Exchange. The Placing Price represents:
- (a) a discount of approximately 16.8% to the closing price of HK\$0.137 per Share as quoted on the Stock Exchange on 13 March 2026, being the date of the Placing Agreement; and

(b) a discount of approximately 19.8% to the average closing price of approximately HK\$0.1422 per Share as quoted on the Stock Exchange for the last 5 full trading days of the Shares immediately before 13 March 2026, being the date of the Placing Agreement.

The net proceeds from the Placing (after deducting the relevant costs and expenses) is estimated to be approximately HK\$26.64 million (assuming the Placing Shares are fully placed). As a result, the net price per Placing Share will be approximately HK\$0.111.

Placing Commission:

The Placing Agent will receive a placing commission of 3% on the gross proceeds of the Placing.

General Mandate:

The Placing Shares will be issued pursuant to the general mandate to allot, issue and deal with Shares granted to the Directors by a resolution of the Shareholders passed at the Company's annual general meeting held on 18 February 2025 up to 240,940,000 Shares. As at the date of this announcement, no Share has been issued pursuant to the general mandate.

Ranking of Placing Shares:

The Placing Shares, when issued and fully paid, will rank *pari passu* among themselves and with Shares in issue at the time of issue an allotment of the Placing Shares.

Conditions to the Placing:

The Placing is conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in the Placing Shares.

If the above conditions are not fulfilled on or prior to 25 March 2026 or such later date as may be agreed between the Company and the Placing Agent, the Placing Agreement shall terminate and none of the parties shall have any claim against the others for costs, damages, compensation or otherwise (save in respect of any antecedent breach).

Application will be made to the Stock Exchange for approval for the listing of and permission to deal in the Placing Shares.

No Shareholders approval is required for the Placing.

Completion of the Placing:

Subject to the satisfaction of the condition set out above, the Placing is expected to be completed on within three Business Day after fulfillment of the said condition or such later time and/or such other date as the Placing Agent and the Company may agree.

Termination:

The Placing Agent may terminate the Placing Agreement prior to completion of the Placing Agreement if in the opinion of the Placing Agent the success of the Placing or the business or financial prospects of the Group would or is likely to be materially and adversely affected by:

- (a) any material breach of any of the representations and warranties set out in the Placing Agreement; or
- (b) any suspension in dealings in or the listing of the Shares on the Stock Exchange for a period of more than 5 trading days (other than in connection with the Placing); or
- (c) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof; or

- (d) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date hereof and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions; or
- (e) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or
- (f) a change or development involving a prospective change in taxation in Hong Kong or the People's Republic of China or the implementation of exchange controls which shall or might materially and adversely affect the Group or its present or prospective shareholders in their capacity as such; or
- (g) any change or deterioration in the conditions of local, national or international securities markets.

## EFFECT OF THE PLACING ON SHAREHOLDINGS

The shareholdings in the Company as at the date of this announcement and immediately after completion of the Placing (assuming there is no change in the issued share capital of the Company) is and will be as follows:

	As at the date of this announcement		Immediately after completion of the Placing	
	No. of Shares	Approx. %	No. of Shares	Approx. %
<b>Director</b>				
Mr Xie Lei <sup>Note</sup>	120,000,000	9.65%	120,000,000	8.08%
Mr. Wu Peisheng	72,000,000	5.79%	72,000,000	4.85%
<b>Substantial Shareholder</b>				
Mr. Wen Wenya	145,000,000	11.66%	145,000,000	9.77%
<b>Shareholders</b>				
The Placees	—	—	240,940,000	16.23%
Other public Shareholders	<u>906,700,000</u>	<u>72.90%</u>	<u>906,700,000</u>	<u>61.07%</u>
<b>Total</b>	<u>1,243,700,000</u>	<u>100%</u>	<u>1,484,640,000</u>	<u>100%</u>

*Note:* Mr Xie Lei is a Director and the Shares are held through China Real Estate Enterprise (Hong Kong) Holdings Limited (“China Real Estate”). China Real Estate is a company incorporated in the British Virgin Islands with limited liability and is directly wholly owned by Mr. Xie Lei.

## REASONS FOR AND BENEFITS OF THE PLACING AND USE OF THE PROCEEDS

The Group is principally engaged in the provision of corporate finance advisory services, corporate services and investment advisory services in Hong Kong, including Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO.

In view of the current market conditions, the Directors consider that the Placing represents a good opportunity to broaden the shareholders base and capital base of the Company and to raise capital for the Group’s business operation and working capital requirements. The Directors consider the terms of the Placing Agreement to be fair and reasonable and in the interest of the Group and the Shareholders as a whole.

Assuming the Placing Shares are fully placed, the gross proceeds from the Placing will be approximately HK\$27.47 million. The net proceeds (after deducting the relevant costs and expenses) of approximately HK\$26.64 million from the Placing will be used for the development of the Group's existing business, including but not limited to the setup of a branch in Beijing, the PRC for promotion of the Group's financial services and general working capital.

## **EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS**

The Company has not conducted any equity fund raising activities for the 12 months immediately before the date of this announcement.

### **DEFINITIONS:**

Unless the context otherwise requires, the following terms shall have the meanings set out below:

“Board”	board of Directors
“Business Day”	a day (other than a Saturday, a Sunday or public holiday or any day on which a tropical cyclone warning signal no. 8 or above or a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon)
“Company”	Amasse Capital Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	a third party independent of and not connected with the Company and its connected persons
“Placee”	any individual, corporate or other investors procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the placing of the Placing Shares by the Company, through the Placing Agent, pursuant to the Placing Agreement
“Placing Agent”	Tse’s Securities Limited , a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activity under the SFO
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 13 March 2026 in relation to the Placing
“Placing Price”	HK\$0.114 per Placing Share
“Placing Shares”	up to 240,940,000 new Shares to be placed pursuant to the Placing Agreement
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 13 March 2026

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

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

*This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its publication and the Company website at [www.amasse.com.hk](http://www.amasse.com.hk).*