
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)

REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING TO REMOVE EXISTING DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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

A notice convening the EGM to be held at Room 4, 17/F., Edinburgh Tower, 15 Queen's Road Central, Hong Kong on Monday, 20 July 2026 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

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

30 June 2026

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Articles of Association”	the Fifth Amended and Restated Articles of Association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Amasse Capital Holdings Limited (寶積資本控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Directors”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 4, 17/F., Edinburgh Tower, 15 Queen’s Road Central, Hong Kong on Monday, 20 July 2026 at 10:00 a.m. and any adjournment thereof
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	30 June 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Member(s)”	a duly registered holder(s) from time to time of the shares in the issued share capital of the Company
“Proposed Resolutions”	the proposed ordinary resolutions set out in the Requisition Notice from the Requisitionists to the Company in relation to the removal of the Suspended Directors as referred to in this circular
“Requisition”	the subject requisition contained in the Requisition Notice relating to the proposed removal of the Suspended Directors as referred to in this circular
“Requisition Notice”	letter dated 19 June 2026 to the Company from the Requisitionists setting out the Requisition made pursuant to Article 64 of the Articles of Association

DEFINITIONS

“Requisitionists”	Mr. Wu Peisheng, Mr. Xie Xudong and Mr. Li Guangfa, being the legal and beneficial owners of an aggregate of 153,480,000 Shares, representing approximately 10.34% of the total issued share capital of the Company, carrying the right of voting at general meetings of the Company as at the date of deposit of the Requisition
“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the GEM Listing Rules
“Suspended Directors”	collectively, Mr. Fan Kaiye, being an executive Director, Mr. Liu Zhanqing and Mr. Lin Haining, being independent non-executive Directors
“%”	per cent.

LETTER FROM THE BOARD

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. Chan Wai Kit
Mr. Xie Lei (*Chief Executive Officer*)
Mr. Wu Peisheng
Mr. Fan Kaiye (*suspension of duties*)
Ms. Jiang Dandan

Independent Non-executive Directors:

Mr. Liu Zhanqing (*suspension of duties*)
Mr. Lin Haining (*suspension of duties*)
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

30 June 2026

To the Shareholders

Dear Sir or Madam,

REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING TO REMOVE EXISTING DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 21 June 2026 in relation to the Requisition Notice. The purpose of this circular is to provide you with (i) information relating to the Proposed Resolutions under the Requisition; and (ii) the notice of EGM.

REQUISITION BY SHAREHOLDERS

The Board received the Requisition Notice on 19 June 2026 from the Requisitionists, requesting the Board to call for an extraordinary general meeting for considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. “**THAT** Mr. Fan Kaiye be and is hereby removed from his office as an executive director of the Company pursuant to Article 114 of the Company’s Fifth Amended and Restated Articles of Association with immediate effect from the passing of this resolution.”

LETTER FROM THE BOARD

2. “**THAT** Mr. Liu Zhanqing be and is hereby removed from his office as an independent non-executive director of the Company pursuant to Article 114 of the Company’s Fifth Amended and Restated Articles of Association with immediate effect from the passing of this resolution.”
3. “**THAT** Mr. Lin Haining be and is hereby removed from his office as an independent non-executive director of the Company pursuant to Article 114 of the Company’s Fifth Amended and Restated Articles of Association with immediate effect from the passing of this resolution.”

As set out in the Requisition Notice, the Requisitionists also requested that the Board exercises its powers to temporarily suspend all duties of Mr. Fan Kaiye, Mr. Liu Zhanqing and Mr. Lin Haining effective immediately until the conclusion of the EGM and the final tally of the Shareholders’ votes.

RELEVANT PROVISIONS UNDER THE ARTICLES OF ASSOCIATION

Pursuant to Article 64 of the Articles of Association, 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, 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.

Further, pursuant to Article 114 of the Articles of Association, the Company may by ordinary resolution remove any director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these articles or in any agreement between the Company and such director (but without prejudice to any claim which such director may have for damages for any breach of any contract between him and the Company) and may by ordinary resolution elect another person in his stead. Any director so appointed shall be subject to retirement by rotation pursuant to Article 108.

REASON FOR THE PROPOSED RESOLUTIONS

The Requisition Notice did not set out any specific reason and/or ground for the Proposed Resolutions. The Board has made enquiry with the Requisitionists for their reasons and grounds for making the Requisition but received no response from them. Accordingly, the Board is not able to provide the Shareholders with any reason and/or ground in respect of the Proposed Resolutions for consideration.

LETTER FROM THE BOARD

SUSPENSION OF DUTIES OF THE SUSPENDED DIRECTORS

Upon the receipt of the Requisition Notice on 19 June 2026, a Board meeting (the “**Requisition Board Meeting**”) had been called to be held on 21 June 2026 to consider the Requisition Notice. Whilst Mr. Fai Kaiye was well aware of the Requisition Board Meeting, he saw fit to issue a 17 minutes’ notice on 21 June 2026, prior to the Requisition Board Meeting, seeking to convene a Board meeting to appoint an executive director and a company secretary (the “**Appointment Board Meeting**”) urgently. The notice for the Appointment Board Meeting was plainly short and unreasonable. It did not afford the Directors a proper opportunity to attend or prepare for the Appointment Board Meeting. This falls short of the standard contemplated under Rule C.5.3 of Appendix C1 to the GEM Listing Rules, which requires reasonable notice for all non-regular board meetings.

In the circumstances, the Appointment Board Meeting purportedly convened was invalidly convened. Regrettably, Mr. Fan Kaiye nevertheless proceeded with the purported invalid board meeting with the attendance of (i) two executive Directors, namely Mr. Fan Kaiye and Ms. Jiang Dandan; and (ii) two independent non-executive Directors, namely Mr. Liu Zhanqing (the chairman of nomination committee and remuneration committee) and Mr. Lin Haining (the member of nomination committee and remuneration committee). Any resolutions purportedly passed thereat are invalid and of no effect. It is also believed that the act of Mr. Fan Kaiye might breach his fiduciary duties as Director.

In view of above and considering the request set out in the Requisition Notice, the duties and powers for each of Mr. Fan Kaiye, Mr. Liu Zhanqing and Mr. Lin Haining as Directors had been suspended with immediate effect until the voting results so as to avoid making any executive decisions or conclude any legal contracts not in line with the long term benefits of the Company.

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

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

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company’s website (www.amasse.com.hk) respectively. Whether or not you are able to attend the EGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in such event the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

Closure of register of members

To ascertain the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 15 July to Monday, 20 July 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer documents of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 14 July 2026.

COMPLIANCE OF THE ARTICLES OF ASSOCIATION AND THE GEM LISTING RULES

Pursuant to the Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, the resolutions as set out in the notice of the EGM to be proposed at the EGM shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

As at the Latest Practicable Date, to the best of the Directors' (excluding the Suspended Directors) knowledge, information and belief, having made reasonable enquiries, the Directors (excluding the Suspended Directors) confirm that no Shareholder is required to abstain from voting on any resolution to be proposed at the EGM.

RECOMMENDATION

The Board is convening the EGM in compliance with the requirements of Article 64 of the Company's articles of association. The Directors (excluding the Suspended Directors) express no views in relation to the Proposed Resolutions in the Requisition Notice insofar as it is within the rights of the Requisitionists to make such request and for other Shareholders to exercise their voting rights in favour of or against the Proposed Resolutions at the EGM.

GENERAL INFORMATION

Your attention is drawn to the notice convening the EGM. The English texts of this circular and the accompanying form of proxy shall prevail over the Chinese texts in case of inconsistency.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors (excluding the Suspended 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 (excluding the Suspended Directors), having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respect and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

AMASSE CAPITAL **寶 積 資 本**

Amasse Capital Holdings Limited **寶 積 資 本 控 股 有 限 公 司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8168)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Amasse Capital Holdings Limited (the “**Company**”) will be held at Room 4, 17/F., Edinburgh Tower, 15 Queen’s Road Central, Hong Kong on Monday, 20 July 2026 at 10:00 a.m. to consider and, if thought fit, passing (with or without amendments) the following resolution of the Company as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** Mr. Fan Kaiye be and is hereby removed from his office as an executive director of the Company pursuant to Article 114 of the Company’s Fifth Amended and Restated Articles of Association with immediate effect from the passing of this resolution.”
2. “**THAT** Mr. Liu Zhanqing be and is hereby removed from his office as an independent non-executive director of the Company pursuant to Article 114 of the Company’s Fifth Amended and Restated Articles of Association with immediate effect from the passing of this resolution.”
3. “**THAT** Mr. Lin Haining be and is hereby removed from his office as an independent non-executive director of the Company pursuant to Article 114 of the Company’s Fifth Amended and Restated Articles of Association with immediate effect from the passing of this resolution.”

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

Hong Kong, 30 June 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the EGM convened by the notice or its any adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Shareholder but must be present in person at the EGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 15 July to Monday, 20 July 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 EGM, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 14 July 2026.
3. A form of proxy for use in connection with the EGM is enclosed. If you are not able to attend and vote at the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the EGM or its any adjournment should he/she/it so wish.
4. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the EGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the EGM or its any adjournment should he/she/it so wish.
5. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but should more than one of such joint holders be present at the EGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
6. If typhoon signal no. 8 or above, or a “black” rainstorm warning is hoisted on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk 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. Chan Wai Kit, Mr. Xie Lei, Mr. Wu Peisheng, Mr. Fan Kaiye (suspension of duties) and Ms. Jiang Dandan; and the independent non-executive Directors are Mr. Liu Zhanqing (suspension of duties), Mr. Lin Haining (suspension of duties) 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.