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New Amante Group Limited

新愛德集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8412)

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

THE SUBSCRIPTION

The Board is pleased to announce that on 30 July 2026 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue 24,449,520 Subscription Shares at the Subscription Price of HK\$0.245 per Subscription Share.

The Subscription Price of HK\$0.245 per Subscription Share represents (i) a discount of approximately 7.55% to the closing price of HK\$0.265 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement; and (ii) a discount of approximately 13.12% to the average closing price of approximately HK\$0.282 per Share as quoted on the Stock Exchange for the last five consecutive trading days of the Shares immediately prior to the date of the Subscription Agreement.

The Subscription Shares represent (i) approximately 20% of the existing issued share capital of the Company of 122,247,600 Shares as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company of 146,697,120 Shares as enlarged by the allotment and issue of the Subscription Shares, subject to completion of the Subscription (assuming that there will not be any changes in the issued share capital of the Company save for the allotment and issue of the Subscription Shares). The aggregate nominal value of the Subscription Shares under the Subscription will be HK\$244,495.20.

The gross proceeds will be approximately HK\$5.99 million and the net proceeds from the Subscription (after deducting all related professional fees and other expenses of approximately HK\$0.10 million to be borne by the Company under the Subscription) are estimated to be approximately HK\$5.89 million, representing a net subscription price of approximately HK\$0.241 per Subscription Share. The Company intends to apply the net proceeds from the Subscription in the manner detailed in the paragraph headed “Reasons for the Subscription and Use of Proceeds” in this announcement.

Completion of the Subscription is subject to fulfillment of the conditions precedent in the Subscription Agreement. As the Subscription may or may not proceed to completion, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

The Board is pleased to announce that on 30 July 2026 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue 24,449,520 Subscription Shares at the Subscription Price of HK\$0.245 per Subscription Share.

SUBSCRIPTION AGREEMENT

Date

30 July 2026 (after trading hours)

Parties

- (a) The Company, as the issuer; and
- (b) The Subscriber

The Subscriber, Mr. Wang Ning is an entrepreneur and investor in the capital markets of Hong Kong and the PRC. To the best of the Directors' knowledge, the Subscriber is an Independent Third Party. As the date of this announcement, the Subscriber holds 3,512,761 Shares, representing approximately 2.87% of the issued share capital of the Company.

Subscription Shares

The 24,449,520 Subscription Shares represent (i) approximately 20% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares, subject to completion of the Subscription (assuming that there will not be any other changes in the issued share capital of the Company between the date of this announcement and the date of completion of the Subscription save for the allotment and issue of the Subscription Shares).

Ranking of the Subscription Shares

The Subscription Shares, when allotted and issued, will rank *pari passu* in all respects among themselves, free from all claims, charges, liens, encumbrances, equities and other third-party rights of any nature whatsoever, and with Shares in issue as at the date of allotment and issue of the Subscription Shares.

Subscription Price

The Subscription Price of HK\$0.245 per Subscription Share represents:

- (i) a discount of approximately 7.55% to the closing price of HK\$0.265 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement; and
- (ii) a discount of approximately 13.12% to the average closing price of approximately HK\$0.282 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Subscription Agreement.

The Subscription Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Subscriber. The Directors (including all independent non-executive Directors) consider that the Subscription Price and the terms of the Subscription Agreement are fair and reasonable based on the current market conditions and are in the interests of the Company and the Shareholders as a whole.

Conditions Precedent to the Subscription

Completion of the Subscription under the Subscription Agreement is conditional upon the fulfillment of the following conditions:

1. the listing of the Shares of the Company has not been revoked, the Shares continue to be listed on the Stock Exchange (except for any trading halt due to the Subscription, if any);
2. the Listing Committee of the Stock Exchange having granted the approval for the listing of, and the permission to deal in, the Subscription Shares;
3. the Company has complied with the GEM Listing Rules in all material respects in respect of the Subscription;
4. all necessary and relevant approvals and consents in relation to the Subscription having been obtained by the Company and the Subscriber; and
5. the representations and warranties of the Company under the Subscription Agreement being true, accurate and not misleading in all material respects as at the date of the Subscription Agreement and the date of the Completion.

Save for the conditions precedent set out in (5) above which may be waived by the Subscriber, none of the conditions may be waived. In the event that the above conditions are not fulfilled by the Long Stop Date, the Subscription Agreement shall lapse and terminate and all rights, obligations and liabilities of the parties under the Subscription Agreement shall cease and determine and neither parties shall have any claim against the other, save for any antecedent breaches of the Subscription Agreement.

Completion

Completion of the Subscription will take place on the fifth (5th) Business Day after the date on which all the conditions precedent to the Subscription have been fulfilled (or such other date as the Company and the Subscriber may agree in writing).

GENERAL MANDATE

The Subscription Shares will be allotted and issued pursuant to the General Mandate, which was granted to the Directors by ordinary resolution of the Shareholders passed at the AGM. The Directors are authorized to allot and issue up to 24,449,520 Shares under the General Mandate. As at the date of the Subscription Agreement, the General Mandate has not yet been utilised and the balance of the General Mandate remains 24,449,520 new Shares. Accordingly, the General Mandate is sufficient for the issue and allotment of the Subscription Shares, and the issue of the Subscription Shares under the General Mandate is not subject to approval of the Shareholders.

APPLICATION FOR LISTING

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

INFORMATION OF THE COMPANY AND THE GROUP

The principal activity of the Company is an investment holding company mainly engaged in the operation of clubs, entertainment and restaurants. The subsidiaries of the Company are principally engaged in the operation of entertainment business in Hong Kong.

INFORMATION ON THE SUBSCRIBER

The Subscriber is Mr. Wang Ning, is an entrepreneur and investor in the capital markets of Hong Kong and the PRC. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Subscriber is an Independent Third Party. To the best of the Directors' knowledge, as the date of this announcement, the Subscriber holds 3,512,761 Shares, representing approximately 2.87% of the issued share capital of the Company.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The proceeds from the Subscription will be approximately HK\$5.99 million. Following ongoing development strategies in the Company's existing operations in its entertainment and restaurant business, the Company intends to apply the proceeds from the Subscription as general working capital of the Group.

The Directors are of the view that the terms of the Subscription Agreement are in normal commercial terms and are fair and reasonable so far as the Company and the Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Directors confirm that the Company has not been involved in any fund raising activities in relation to the issuance of its equity securities within the twelve months immediately preceding the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE

As at the date of this announcement, the Company has 122,247,600 Shares in issue. Assuming there will be no other change in the issued share capital of the Company from the date of this announcement and up to the completion of the Subscription, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon completion of the Subscription are set out below for illustration purpose only:

	As at the date of this announcement		Immediately upon completion of the Subscription	
	<i>Number of Shares</i>	<i>Approximate % of Total Issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of Total Issued Shares</i>
Shareholders				
Ms. Ma Liangping (<i>Note 1</i>)	33,870,000	27.71%	33,870,000	23.09%
Mr. Yuan Lin (<i>Note 2</i>)	23,918,250	19.57%	23,918,250	16.30%
Mr. Cheung Ka Kwan	10,000,000	8.18%	10,000,000	6.82%
The Subscriber	3,512,761	2.87%	27,962,281	19.06%
Other public shareholders	38,871,589	41.67%	38,871,589	34.73%
Total	122,247,600	100.00%	146,697,120	100.00%

Note:

1. Ms. Ma Liangping is deemed to have interest in 33,870,000 Shares held by her direct wholly owned company, Keen Champ International Investment Limited.
2. Mr. Yuan Lin is deemed to have interest in an aggregate of 23,918,250 Shares by way of (i) personally holds 11,643,250 Shares; (ii) is deemed to have interest in 200,000 Shares held by his spouse; and (iii) is deemed to have interest in 12,075,000 Shares held by his indirectly controlled company, Zhongcai Herui Investment Group Co Limited (a company directly and wholly owned by Zhongcai Herui Industry Development Co Limited, which is directly held as to 90% by Mr. Yuan Lin).

Shareholders and potential investors should note that the Subscription is subject to fulfillment of the conditions precedents under the Subscription Agreement. As the Subscription may or may not proceed to completion, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

“AGM”	the annual general meeting of the Company held on 10 October 2025
“Board”	the board of Directors
“Business Day”	a day, other than a Saturday and a day on which a tropical cyclone warning no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m., on which licensed banks in Hong Kong are open for general banking business throughout their normal business hours
“Company”	New Amante Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (Stock Code: 8412)
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate granted to the Directors by ordinary resolution of the Shareholders passed at the AGM to allot, issue and deal with up to 24,449,520 Shares, being 20% of the then issued share capital of the Company as at the date of the AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Party(ies)”	third party(ies) independent of the Company and its subsidiaries and their connected persons (as defined in the GEM Listing Rules)
“Long Stop Date”	31 August 2026 (or such other date as may be agreed in writing by the Company and the Subscriber)
“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 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
“Subscriber”	Mr. Wang Ning, is an entrepreneur and investor in the capital markets of Hong Kong and the PRC
“Subscription”	the subscription for the Subscription Shares by the Subscriber at the Subscription Price pursuant to the terms and conditions of the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 30 July 2026 entered into between Subscriber and the Company for the issue and subscription of 24,449,520 new Shares at the Subscription Price
“Subscription Price”	HK\$0.245 per Subscription Share
“Subscription Share(s)”	24,449,520 new Shares to be issued and allotted by the Company pursuant to and in accordance with the terms and conditions of the Subscription Agreement
“%”	per cent

By order of the Board
New Amante Group Limited
Liu Huijing
Chief Executive Officer

Hong Kong, 30 July 2026

As at the date of this announcement, the executive Director are Ms. Ma Liangping and Ms. Liu Huijing, the independent non-executive Directors are Mr. Cheng King Yip, Dr. Chen Xiaofeng and Mr. Hui Wai Hung.

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 enquiries, 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 Stock Exchange’s website at <http://www.hkexnews.hk> for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at www.new-amante.com.