AMASSE CAPITAL
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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) RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD; AND (3) NON-COMPLIANCE WITH THE GEM LISTING RULES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the "**Board**") of directors ("**Directors**", and each, a "**Director**") of Amasse Capital Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") hereby announces that Ms. Wong Chi Yan ("**Ms. Wong**") has tendered her resignation as an independent non-executive Director, with effect from 19 August 2026, due to her other personal commitments and health matters.

Ms. Wong confirmed that she has no disagreement with the Board and there are no matters in respect of her resignation that need to be brought to the attention of the shareholders of the Company (the "**Shareholders**") and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The Board would like to take this opportunity to express its gratitude to Ms. Wong for her valuable efforts and contributions to the Company during the tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr. Tang Yiu Kay ("**Mr. Tang** ") and Mr. Song Kunxiang (宋昆翔) ("**Mr. Song**") have been appointed as independent non-executive Directors with effect from 19 August 2026.

Mr. Tang

Mr. Tang, aged 44, holds a master degree in financial services and society from the University of Nottingham in the United Kingdom and a bachelor degree in accounting and finance from Heriot-Watt University in the United Kingdom. Mr. Tang is a Certified Public Accountant (Practising) and a member of the Hong Kong Institute of Certified Public Accountants who has over 16 years of solid experiences in tax issues, internal control, auditing, financial accounting and business management. Mr. Tang is currently a director of each of Pence CPA Limited and CF Partners Limited and he is primarily responsible for providing consultancy services on accounting issues to clients in Hong Kong. Mr. Tang also has professional expertise and extensive experience in financial management and accounting in listed companies in Hong Kong.

Mr. Tang has been appointed as an independent non-executive director of China Properties Investment Holdings Limited (stock code: 736), a company listed on Main Board of the Stock Exchange, since June 2021.

Mr. Tang was previously appointed as an independent non-executive director of (i) Ocean Star Technology Group Limited (stock code: 8297), a company listed on the GEM of the Stock Exchange, from June 2021 to December 2024; (ii) Bay Area Gold Group Limited (stock code: 1194), a company previously listed on Main Board of the Stock Exchange, for the period from August 2021 to March 2024.

The Company entered into a letter of appointment with Mr. Tang for an initial term of three years. The letter of appointment may be terminated by either party by written notice of not less than one month. Mr. Tang shall hold office until the next following annual general meeting of the Company and shall then be subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**"). Mr. Tang is entitled to a remuneration of HK$15,000 per month, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and shall be reviewed annually by the Board's remuneration committee (the "**Remuneration Committee**").

Save as disclosed above, as at the date of this announcement, Mr. Tang (i) does not have or is not deemed to have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) of the Company; (ii) does not have any relationship with the Directors, senior management or substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company; (iii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (iv) does not hold any other positions with the Company or other members of the Group; and (v) there is no other information in relation to him that is required to be disclosed pursuant to Rule 17.50 (2)(h) to (x) of the GEM Listing Rules.

Mr. Tang has confirmed (i) his independence as regards to each of the factors contained in Rule 5.09 (1) to (8) of the GEM Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

Mr. Song

Mr. Song, aged 44, holds a bachelor degree in business administration from Hainan University in the People's Republic of China (the "**PRC**"). In January 2024, he has been appointed as a member of the Yangjiang Municipal Listing Service Consultant Expert Database* (陽江市上市服務顧問專家庫) by the Financial Work Bureau of Yangjiang Municipal* (陽江市金融工作局) in the PRC. In April 2024, he has been served as a visiting professor of School of Economics and Management, Yunnan Technology and Business University until April 2027. Mr. Song has extensive background in financial services.

The Company entered into a letter of appointment with Mr. Song for an initial term of three years. The letter of appointment may be terminated by either party by written notice of not less than one month. Mr. Song shall hold office until the next following annual general meeting of the Company and shall then be subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the GEM Listing Rules. Mr. Song is entitled to a remuneration of HK$10,000 per month, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and shall be reviewed annually by the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Song (i) does not have or is not deemed to have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) of the Company; (ii) does not have any relationship with the Directors, senior management or substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company; (iii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (iv) does not hold any other positions with the Company or other members of the Group; and (v) there is no other information in relation to him that is required to be disclosed pursuant to Rule 17.50 (2)(h) to (x) of the GEM Listing Rules.

Mr. Song has confirmed (i) his independence as regards to each of the factors contained in Rule 5.09 (1) to (8) of the GEM Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

With effect from 19 August 2026,

(1) Ms. Wong ceased to be the chairman of the Board's audit committee (the "**Audit Committee**"), a member of each of the Remuneration Committee and the Board's nomination committee (the "**Nomination Committee**").

(2) Mr. Tang has been appointed as the chairman of the Audit Committee, and as a member of each of the Remuneration Committee and the Nomination Committee.

(3) Mr. Song has been appointed as the chairman of each of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee.

NON-COMPLIANCE WITH THE GEM LISTING RULES

Reference is made to the announcement of the Company dated 20 July 2026 in relation to, among others, the removal of Mr. Liu Zhanqing ("**Mr. Liu**") and Mr. Lin Haining ("**Mr. Lin**") as the independent non-executive Directors and non-compliance with Rules 5.05(1), 5.05A, 5.28, 5.34 and 5.36A of the GEM Listing Rules.

Following the resignation of Ms. Wong and, the appointment of Mr. Tang and Mr. Song, as independent non-executive Directors, the Board comprises six members with only two independent non-executive Directors. Each of the Audit Committee, the Remuneration Committee and the Nomination Committee comprises only two members. As a result, the Company fails to meet:

(i) the requirement of Rule 5.05(1) of the GEM Listing Rules, which stipulates that the Board must include at least three independent non-executive directors; and

(ii) the requirement of Rule 5.28 of the GEM Listing Rules, which stipulates that, among other matters, the audit committee must comprise a minimum of three members and the majority of the audit committee members must be independent non-executive directors of the listed issuer.

The Company is in the process of identifying suitable candidate to fill the vacancy of the independent non-executive Director, the Audit Committee, the Remuneration Committee and the Nomination Committee in order to re-comply Rules 5.05(1) and 5.28 of the GEM Listing Rules as soon as possible, and in any event to appoint at least one new independent non-executive Director within three months from the effective date of the removal of Mr. Lin and Mr. Liu on 20 July 2026 pursuant to Chapter 5 of the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate in accordance with the requirements of the GEM Listing Rules.

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

Hong Kong, 19 August 2026

As at the date of this announcement, the executive Directors are Mr. Chan Wai Kit, Mr. Xie Lei, Mr. Wu Peisheng, and Ms. Jiang Dandan; and the independent non-executive Directors are Mr. Tang Yiu Kay and Mr. Song Kunxiang.

** for identification purposes only*