
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)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Amasse Capital Holdings Limited to be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 27 January 2021 at 10:00 a.m. is set out on pages 12 to 16 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

This circular will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.amasse.com.hk.

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 shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 27 January 2021 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which are set out on pages 12 to 16 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to such term in the GEM Listing Rules
“Companies Law”	The Companies Law (as revised) of the Cayman Islands
“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
“controlling shareholder(s)”	has the meaning ascribed to such term in the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed to such term in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Extended Mandate”	a general mandate proposed to be granted to the Directors at the AGM to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued Shares as at the date of passing of the relevant resolution granting such mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Mandate
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the issued Shares as at the date of passing of the ordinary resolution granting such mandate
“Latest Practicable Date”	18 December 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued Shares as at the date of passing of the ordinary resolution granting such mandate
“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)
“Substantial Shareholder(s)”	has the meaning ascribed to such term in the GEM Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Lam Ting Lok (*Chief Executive Officer*)
Mr. Lo Mun Lam Raymond
Ms. Tse Fung Sum Flora
Ms. Tsang Kwong Wan

Registered Office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Independent Non-executive Directors:

Mr. Cheung Pak To, *BBS*
Mr. Tsang Jacob Chung
Dr. Yu Yuen Ping

*Head Office and Principal Place of
Business in Hong Kong:*

Room 1201
Prosperous Building
48-52 Des Voeux Road Central
Hong Kong

28 December 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding proposals for (i) the grant of the General Mandates; (ii) the proposed re-election of retiring Directors; and (iii) give you notice of the AGM.

LETTER FROM THE BOARD

PROPOSED GRANT OF THE GENERAL MANDATES

(a) Issue Mandate and Extended Mandate

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares not exceeding 20% of the issued Shares as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued Shares as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 1,000,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company during the period from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 200,000,000 Shares.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the issued Shares as at the date of passing of the relevant resolution at the AGM.

In accordance with the requirements of the GEM Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised Mr. Lam Ting Lok, Mr. Lo Mun Lam Raymond, Ms. Tse Fung Sum Flora, Ms. Tsang Kwong Wan as executive Directors; Mr. Cheung Pak To, *BBS*, Mr. Tsang Jacob Chung and Dr. Yu Yuen Ping as independent non-executive Directors.

Pursuant to article 112 of the Articles of Association, all the Directors being Mr. Lam Ting Lok, Mr. Lo Mun Lam Raymond, Ms. Tse Fung Sum Flora, Ms. Tsang Kwong Wan, Mr. Cheung Pak To, *BBS*, Mr. Tsang Jacob Chung and Dr. Yu Yuen Ping shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

The nomination committee of the Company has assessed and reviewed each of the independent non-executive Directors' annual written confirmation of independence based on the independence guidelines as set out in Rule 5.09 to the GEM Listing Rules and are independent in accordance with the terms of the guidelines. The Board considers that Mr. Cheung Pak To, *BBS*, Mr. Tsang Jacob Chung and Dr. Yu Yuen Ping have satisfactorily discharged their duties since their appointments and believes their re-appointments as independent non-executive Directors at the AGM would contribute to the corporate governance standards of the Group.

Details of the Directors who are proposed to be re-elected at the AGM as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purposes of determining eligibility of the members of the Company to attend and vote at the AGM and entitlement to the special dividend, the register of members of the Company will be closed. Details of such closures are set out below:

For determining eligibility to attend and vote at the AGM:

Latest time to lodge transfer documents for registration 4:30 p.m. on 21 January 2021

Closure of register of members 22 to 27 January 2021
(both days inclusive)

Record date 27 January 2021

For determining entitlement to the special dividend:

Latest time to lodge transfer documents for registration 4:30 p.m. on 1 February 2021

Closure of register of members 2 to 4 February 2021
(both days inclusive)

Record date 4 February 2021

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the AGM and to qualify for the special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration 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 no later than the aforementioned latest time.

AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on pages 12 to 16 of this circular. At the AGM, ordinary resolutions will be proposed to approve, *inter alia*, the granting of the General Mandates and the re-election of Directors.

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, all resolutions as set out in the notice of the AGM to be proposed at the AGM shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.amasse.com.hk) respectively. Whether or not you are able to attend the AGM, 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 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors consider that the granting of the General Mandates and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Retiring Directors proposed to be re-elected at the AGM) to this circular.

Yours faithfully,
By order of the Board
Amasse Capital Holdings Limited
Lam Ting Lok
Executive Director and Chief Executive Officer

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Rule 13.08 of the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. ISSUED SHARE

As at the Latest Practicable Date, there were 1,000,000,000 Shares in issue. Subject to the passing of the ordinary resolution set out in resolution no. 6 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company during the period from the Latest Practicable Date to the date of the AGM, i.e. 1,000,000,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 100,000,000 Shares, representing 10% of the issued Shares as at the date of the AGM.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

In the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position of the Company as disclosed in the audited financial statements for the year ended 30 September 2020 contained in the annual report 2019-2020 of the Company.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or a group of Shareholders.

As at the Latest Practicable Date and insofar as the Directors are aware, the following substantial shareholders have interests in the Company as follows:

Name of Shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
Access Cheer Limited ("Access Cheer") <i>(Note)</i>	750,000,000	75.00%	83.33%
Mr. Lam Ting Lok ("Mr. Lam") <i>(Note)</i>	750,000,000	75.00%	83.33%
Ms. Tse Fung Sum Flora ("Ms. Tse") <i>(Note)</i>	750,000,000	75.00%	83.33%

Note: Access Cheer is a company incorporated in the British Virgin Islands with limited liability and is directly wholly owned by Ms. Tse. Ms. Tse is thus deemed to be interested in all the Shares held by Access Cheer under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). Mr. Lam is the spouse of Ms. Tse. Hence, Mr. Lam is deemed to be interested in the same number of Shares in which Ms. Tse is interested by virtue of the SFO.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate. The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances which they deem appropriate for the benefit of the Company and the Shareholders as a whole. The Directors have no intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No other core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares have been made by the Company from the date of listing of its Shares on the GEM and up to the Latest Practicable Date, whether on the GEM or otherwise.

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the GEM during each of the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2019		
December	0.116	0.100
2020		
January	0.105	0.085
February	0.099	0.075
March	0.090	0.075
April	0.094	0.070
May	0.082	0.071
June	0.076	0.070
July	0.074	0.068
August	0.127	0.070
September	0.196	0.140
October	0.179	0.160
November	0.166	0.149
December (up to the Latest Practicable Date)	0.180	0.160

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the AGM according to the Articles of Association and will be proposed to be re-elected at the AGM are provided below:

EXECUTIVE DIRECTOR

Ms. Tse Fung Sum Flora, aged 48, is an executive Director of the Company. She was appointed as a director on 14 February 2017 and was re-designated as an executive director on 12 September 2017. She was appointed as the chief operating officer of Amasse Capital on 1 September 2014 and she is responsible for supervising and formulating business and corporate strategies and handling our Group's daily operations and back office support functions. She has been an Associate member of The Hong Kong Institute of Company Secretaries (now known as The Hong Kong Institute of Chartered Secretaries) since September 2001. Ms. Tse received a Master of Business Administration (an on-line course) from The University of Newcastle in Australia in May 2006. She has over 23 years of experience in the financial and secretarial industry. She served as a vice president of Computershare Hong Kong Investor Services Limited from September 2000 to October 2013 and mainly responsible for providing share registry services to listed companies in Hong Kong.

Ms. Tsang Kwong Wan, aged 47, is an executive Director, a member of both the remuneration and nomination committee of the Company. She was appointed as a director on 14 February 2017 and was re-designated as an executive director on 12 September 2017. She joined Amasse Capital on 13 July 2012 as Responsible Officer. She is responsible for supervising and leading execution of corporate finance projects. She has been a Responsible Officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities for Amasse Capital under the SFO. Ms. Tsang has over 18 years of experience in the financial industry and held senior positions in the corporate finance department of local securities firms.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Yu Yuen Ping, aged 53, is an independent non-executive Director, a member of both the audit committee and nomination committee of the Company. He joined the Company in February 2018. Dr. Yu obtained a Bachelor of Arts (Honours) degree in International Business Studies from the City University of Hong Kong in November 1995 and a Master of Business Administration in International Management from the Thunderbird, The American Graduate School of International Management (now known as the Thunderbird School of Global Management) at the Arizona State University in the United States in December 2001. In September 2003, he obtained a Professional Diploma in Corporate Governance and Directorship, which was jointly organised by The Hong Kong Institute of Directors and the Hong Kong Productivity Council and the course was undertaken on a part-time basis. In February 2010, he obtained his Doctor of Philosophy (PhD) in Management Studies from the University of Cambridge in the United Kingdom. After graduating from the City University of Hong Kong in 1995, Dr. Yu later worked as a Marketing Analyst at 3M Hong Kong Limited from August 1995 to June 1996 and was later transferred to Imation Hong Kong Limited where he worked from July 1996 to April 2002 with his last position as business manager in the China new business development. He then returned to the City University of Hong Kong, where he was employed as an Instructor from July 2002 to August 2004 before pursuing his PhD programme at the University of Cambridge in the United Kingdom in October 2004.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Dr. Yu has nearly 13 years of management experience, with a particular focus on energy, climate policy, environmental management and development of education. He was the former head of the climate programme of WWF-Hong Kong from November 2008 to August 2012. He is the founder and the current chief executive officer of the World Green Organisation, which was established in November 2012. He has been serving as Adjunct Professor at the City University of Hong Kong from October 2012 to September 2016 and from January 2017 onwards, and as Honorary Assistant Professor at The University of Hong Kong since May 2017 until April 2019. He has been appointed as a member of the School of Continuing Education – College of International Education Advisory Committee of the Hong Kong Baptist University from March 2014 to August 2017. He is a member of advisory committee on environmental science of the Chinese University of Hong Kong. He is also appointed by other different organisations to serve on their respective committees in relation to aspects such as environment, energy and technological innovation. Dr. Yu was a member of environmental campaign committee, energy advisory committee and energy & power generation sub-group of the air quality objectives review working group of Environment Bureau of the Hong Kong Government. He was a member of environmental and conservation fund waste recovery projects vetting subcommittee of Environmental Protection Department Community Relations Unit of the Hong Kong Government. He is a member of genetically modified organisms (control of release) ordinance expert group of Agriculture, Fisheries and Conservation Department, and Sustainable Development Council as well as Appeal Board Panel (Town Planning) of the Hong Kong Government.

NOTICE OF ANNUAL 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 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 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 27 January 2021 at 10:00 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 2020;
2. To consider and declare a special dividend for the year ended 30 September 2020;
3.
 - (a) To re-elect Ms. Tse Fung Sum Flora as an executive Director;
 - (b) To re-elect Ms. Tsang Kwong Wan as an executive Director;
 - (c) To re-elect Dr. Yu Yuen Ping as an independent non-executive Director;
 - (d) To authorize the board of Directors of the Company to fix the Directors’ remuneration;
4. To re-appoint Cheng & Cheng Limited 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:

5. “**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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 Company Law 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.

NOTICE OF ANNUAL GENERAL MEETING

“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).”;

6. “**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 Law 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.”;

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT**, conditional upon resolutions nos. 5 and 6 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. 6 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. 7 above, provided that such amount shall not exceed 10% of the issued shares of the Company at the date of passing of this resolution.”.

By order of the Board
Amasse Capital Holdings Limited
Lam Ting Lok
Executive Director and Chief Executive Officer

Hong Kong, 28 December 2020

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
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. 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 the purposes of determining eligibility of the members of the Company to attend and vote at the AGM and entitlement to the special dividend, the register of members of the Company will be closed. Details of such closures are set out below:

For determining eligibility to attend and vote at the AGM:

Latest time to lodge transfer documents for registration 4:30 p.m. on 21 January 2021

Closure of register of members 22 to 27 January 2021
(both days inclusive)

Record date 27 January 2021

NOTICE OF ANNUAL GENERAL MEETING

For determining entitlement to the special dividend:

Latest time to lodge transfer documents for registration 4:30 p.m. on 1 February 2021

Closure of register of members 2 to 4 February 2021
(both days inclusive)

Record date 4 February 2021

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the AGM and to qualify for the special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration 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 no later than the aforementioned latest time.

- (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 GEM website at www.hkgem.com 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. Lam Ting Lok, Mr. Lo Mun Lam Raymond, Ms. Tse Fung Sum Flora and Ms. Tsang Kwong Wan; the independent non-executive Directors are Mr. Cheung Pak To, BBS, Mr. Tsang Jacob Chung and Dr. Yu Yuen Ping.

This notice will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com 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.