

AMASSE CAPITAL
寶 積 資 本

AMASSE CAPITAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock code: 8168

FIRST QUARTERLY REPORT

For the three months ended 31 December 2021

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

*This report, for which the directors (the “**Directors**”) of Amasse Capital Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (together, the “**Group**”). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report 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 report misleading.*

CONTENTS

	Page
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	3
Condensed Consolidated Statement of Changes in Equity	4
Notes to the Condensed Consolidated Financial Statements	5
Management Discussion and Analysis	9
Corporate Governance and Other Information	16

The unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the three months ended 31 December 2021 (the “**Period**”), together with the comparative unaudited figures for the corresponding period in 2020 are as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 December 2021

	Note	Three months ended 31 December	
		2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Revenue	3	2,441	1,050
Other income and other net (loss)/gain	4	26	3,650
Employee benefit expenses		(2,605)	(4,533)
Depreciation of plant and equipment		(45)	(45)
Depreciation of right-of-use assets		(313)	(313)
Other operating expenses		(563)	(698)
Finance costs		(19)	(25)
Loss before income tax	5	(1,078)	(914)
Income tax	6	—	—
Loss and total comprehensive expense for the period attributable to ordinary equity shareholders of the Company		(1,078)	(914)
Loss per share			
– Basic and diluted (<i>HK cents</i>)	8	(0.11)	(0.09)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 December 2021

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 October 2021 (audited)	10,000	27,299	4,000	(9,405)	31,894
Loss and total comprehensive expense for the period	-	-	-	(1,078)	(1,078)
At 31 December 2021 (unaudited)	10,000	27,299	4,000	(10,483)	30,816

For the three months ended 31 December 2020

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Retained earnings <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 October 2020 (audited)	10,000	27,299	4,000	4,025	45,324
Loss and total comprehensive expense for the period	-	-	-	(914)	(914)
At 31 December 2020 (unaudited)	10,000	27,299	4,000	3,111	44,410

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 December 2021

1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands and its shares are listed on the GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The registered office and the principal place of business of the Company are Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands and Room 1201, 12/F, Prosperous Building, 48-52 Des Voeux Road Central, Hong Kong respectively.

The Company is principally engaged in investment holding. The principal activities of its subsidiaries are provision of corporate finance advisory services and investment advisory services.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) which is also the functional currency of the Group and all values are rounded to the nearest thousand except when otherwise indicated.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”) with collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622) and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”).

The unaudited condensed consolidated financial statements of the Group have been prepared under the historical cost convention, except for certain financial assets and liabilities which have been measured at fair values.

The principal accounting policies used in the unaudited condensed consolidated financial statements for the three months ended 31 December 2021 are the same as those followed in the preparation of the Group’s annual report for the year ended 30 September 2021.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the three months ended 31 December 2021

3. REVENUE

Revenue represents income received and receivables from the provision of corporate finance advisory services, is analysed as follows:

	Three months ended 31 December	
	2021	2020
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Revenue		
Fee income from acting as:-		
Financial adviser	2,061	980
Independent financial adviser	380	70
	2,441	1,050
Timing of revenue recognition		
Over time	2,441	1,050
	2,441	1,050

4. OTHER INCOME AND OTHER NET (LOSS)/GAIN

	Three months ended 31 December	
	2021	2020
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Other income		
Bank interest income	17	31
Government grants	—	261
Dividend income	22	—
Sundry income	—	6
	39	298
Other net (loss)/gain		
Net realised (loss)/gain on financial assets at fair value through profit and loss	(538)	1,062
Net unrealised gain on financial assets at fair value through profit and loss	404	2,077
Exchange gain	121	213
	(13)	3,352
	26	3,650

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the three months ended 31 December 2021

5. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

	Three months ended 31 December	
	2021	2020
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Auditor's remuneration	63	63
Donation	138	121
Employee benefit expenses (including Directors' remuneration)	2,605	4,533
– Salaries and welfare	1,825	2,069
– Performance related bonus	742	2,417
– Retirement benefit scheme contributions	38	47
Expenses relating to short-term leases	5	6
Finance costs		
– Interest on lease liabilities	9	24
– Interest on loan from a securities broker	10	1

6. INCOME TAX

The Group is subject to income tax on profits arising in or derived from Hong Kong, being its principal place of business. For the three months ended 31 December 2021, no provision for Hong Kong Profits Tax has been made as the Group had no assessable profits (2020: Nil).

7. DIVIDEND

No dividend is declared for the three months ended 31 December 2021 (2020: Nil).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the three months ended 31 December 2021

8. LOSS PER SHARE

The calculation of the basic loss per share attributable to ordinary equity shareholders of the Company is based on the following data:

	Three months ended 31 December	
	2021	2020
	(unaudited)	(unaudited)
Loss for the Period attributable to equity shareholders of the Company (HK\$'000)	(1,078)	(914)
Weighted average number of ordinary shares ('000)	1,000,000	1,000,000

9. COMPARATIVE FIGURES

Certain comparative figures have been re-classified to conform with the current first quarterly period's presentation.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECTS

The Group is a corporate finance advisory service provider and investment advisory service provider based in Hong Kong and licensed to conduct 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”), subject to the conditions that its operating subsidiary, Amasse Capital Limited, shall not (i) hold client assets; (ii) for Type 1 regulated activity, engage in dealing activities other than those relating to corporate finance; and (iii) for Type 6 regulated activity, act as sponsor in respect of an application for listing on a recognized stock market of any securities. Amasse Asset Management Limited shall not (i) hold client assets; and (ii) only provide services to professional investors.

The Group is principally engaged in providing corporate finance advisory services in Hong Kong including (i) acting as financial adviser to Hong Kong public listed companies and investors seeking to control or invest in public listed companies in Hong Kong regarding corporate transactions which mainly involve the compliance with the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the GEM Listing Rules and/or the Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”); (ii) acting as independent financial adviser to independent board committees and/or independent shareholders of public listed companies in Hong Kong; (iii) acting as underwriter and/or placing agent not holding client assets in dealing activities for its clients; and (iv) providing investment advisory services.

Looking forward, the business and operation environments of the Group will remain challenging due to the global outbreak of coronavirus disease. Additionally, the end of coronavirus pandemic in Hong Kong is remained uncertain as there is outbreak of fifth wave of epidemic. The United State of American announced that it will increase its interest rate in the coming years, which is expected to impose further uncertainty on the performance of the securities market. As such, the Directors believe that full recovery of the world economies as well as Hong Kong are still pending and the overall market will remain unstable.

The Group’s clients are generally operated in the People’s Republic of China and more risk adverse and cautious during the uncertain economic climate and the cross border restrictions imposed by the Hong Kong Government has limited the Group’s accessibility and therefore business opportunities with such clients are much diminished as a result.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

In view of the above, the Directors expect that there are still uncertainties and adverse effects on the overall business of our Group.

Despite the challenging business environment for the Group as discussed above, the Directors believe the world economies would be resuming step by step as the vaccine is in place and the world is more experienced and has quick response on fighting against the pandemic. The Directors also observe that recently the Hong Kong government has focused on resuming quarantine-free travel between Hong Kong and the People's Republic of China.

In view of the challenging environment, the Group has adjusted its business strategies as below:

Corporate Finance Advisory Services

The Directors observe there are severe price competition in the Hong Kong corporate finance industry during the uncertain economic climate. As such the Group has adopted a competitive price strategy while maintaining its high service quality for the clients.

The Group has actively maintained frequent contacts with the clients under its customer base through telecommunication media. By leveraging on the senior managements' resources and network, the Group has been proactively approaching new clients. As a result of the continuous effort and adjustment of the Group's business strategies, the performance of our corporate finance advisory services has shown a significant improvement that revenue for the three months ended 31 December 2021 was increased by almost 118.2% compared with the same period of last year.

The Group has recruited a new responsible officer who previously worked at an international investment bank and has strong customer connection. It is believed that the appointment of such responsible officer will enable the Group to reach a wider customer base.

During the period for the three months ended 31 December 2021, the Company has been engaged in certain transactions with relatively higher advisory fees. Further, the Company is pitching to offer services for several material transactions (particularly takeovers code related advisory), and if materialise, it is believed to offer considerable advisory fee income for the Group.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Asset Management Advisory Services

In addition to the corporate finance advisory services, the Group has been exploring and expanding new business. The asset management advisory services represent a material development of the Group. Amasse Asset Management Limited, a wholly-owned subsidiary of the Group, was granted the licenses of Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO in May 2020.

Besides the asset management advisory services, another business strategy of the Group's asset management business is to establish a fund. The current focus of the Group is to set up an equity investment fund. The Group has started to invest in securities markets since March 2020 (the "**First Investment Date**") with a total initial capital of approximately HK\$12.0 million. For the period from the First Investment Date up to 31 December 2021, the aggregate return was approximately HK\$6.6 million, representing a return of approximately 55.0%.

For the period from the First Investment Date to 31 December 2021 (being approximately 2 years period), Hang Seng Index dropped from 26,129.93 on 28 February 2020 to 23,397.67 on 31 December 2021, representing a drop of approximately 10.5% while the Group achieved a return of approximately 55.0% during such period. The Group has continued to outperform the Hong Kong market and successfully established a positive investment track record, which demonstrating the Group's solid experience and expertise in the asset management skill.

Given the positive investment track record as mentioned above, the Group has engaged a legal adviser to prepare the fund documents and is in the process of approaching certain limited partners. The Group has already incorporated a company which will be acted as a general partner to the fund. It is expected that the fund will be an equity investment fund with size between HK\$100 million to HK\$150 million. Should the aforesaid fund be successfully established and operated, it is believed to bring in considerable management fee income to the Group.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

As disclosed in the section headed “Risk Factors” under the Company’s prospectus dated 8 March 2018, revenue of the Group’s corporate finance activities is to a large extent derived from transactions for which the Group is engaged on a one-off basis. The nature of the corporate finance activities also means the demand and scope for our activities are dependent on an array of factors such as the conditions of the financial markets which is beyond our control. In addition, the nature of the Group’s business is largely based on non-recurring projects and engagement terms may vary from project to project. As such, the Group is formulating different strategies, including but not limited to recruiting new responsible officer and emphasising on material transactions pitching with the hope to expand customer base as well as generate higher fee income.

Last but not the least, the Directors consider that the recent lackluster performance of the Group is just temporary in view that the Group’s unsatisfactory performance was mainly affected by the outbreak of the coronavirus disease. The Group believes that once the pandemic situation are fully recovered and the travel restriction are relaxed, the Group’s performance would be improved gradually.

The Directors believe that the future performance of the Group will be subject to the pace of recovery from the current pandemic situation as well as the success implementation and adjustment of the Group’s business plans and strategies from time to time.

Notwithstanding the above, as a service company, the Directors believe that high quality advisory services and consistent management are a way to success of the Group. The Directors consider that the professional teams of the Group have continued to provide high quality services to customers which will continue to deliver value for our Shareholders. Since the date of listing of the Company, there has been no change in composition of the executive directors of the Company and the majority of independent non-executive directors of the Company remains unchanged. All of the Company’s directors have extensive experience and knowledge on Hong Kong financial market and/or listed companies’ operation, rules and/or regulations. It is believed that the Group’s directors will continuous to contribute to the Group’s development.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

FINANCIAL REVIEW

Revenue

Revenue for the three months ended 31 December 2021 amounted to approximately HK\$2.4 million, representing an increase of approximately HK\$1.3 million or 118.2% as compared with that of approximately HK\$1.1 million for the three months ended 31 December 2020. Such increase was mainly driven by the increase of the total fees for corporate finance advisory services provided by the Group which were due to the increase of the total corporate finance advisory transactions. The Group was involved in 12 (2020: 7) corporate finance advisory transactions during the three months ended 31 December 2021, representing an increase of approximately 71.4% as compared to the corresponding period in 2020.

Other Income and Other Net (Loss)/Gain

The Group's other income mainly included (i) bank interest income of approximately HK\$0.02 million (2020: approximately HK\$0.03 million); and (ii) dividend income of approximately HK\$0.02 million (2020: Nil).

The Group's other net (loss)/gain included (i) net realized and unrealized loss on financial assets at fair value through profit or loss of approximately HK\$0.1 million (2020: net realized and unrealized gain of approximately HK\$3.1 million); and (ii) exchange gain of approximately HK\$0.1 million (2020: approximately HK\$0.2 million)

Employee Benefit Expenses

Employee benefit expenses primarily consist of salaries, bonus and allowances as well as contributions to the mandatory provident fund for the Directors and employees of the Group. Employee benefits expenses were approximately HK\$2.6 million (2020: approximately HK\$4.5 million), representing a decrease of approximately HK\$1.9 million as compared with the three months ended 31 December 2020, primarily due to the decrease of approximately HK\$1.7 million of the performance related bonuses for 2021 paid during the Period.

Other Operating Expenses

Other operating expenses for the three months ended 31 December 2021 were approximately HK\$0.6 million, which was slightly decreased of HK\$0.1 million when compared to approximately HK\$0.7 million for the three months ended 31 December 2020.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Loss for the Period

The Group incurred net loss of approximately HK\$1.1 million for the three months ended 31 December 2021 as compared to approximately HK\$0.9 million for the three months ended 31 December 2020. The net loss for the Period was mainly due to the net effect of (i) the increase in revenue by approximately HK\$1.3 million; (ii) the decrease in other income and other net (loss)/gain by approximately HK\$3.6 million; and (iii) the decrease in employee benefits expenses by approximately HK\$1.9 million.

DIVIDEND

The Board does not recommend the payment of a dividend for the three months ended 31 December 2021 (2020: Nil).

SIGNIFICANT INVESTMENTS

As at 31 December 2021, the Group maintained a portfolio of equity investments with total carrying amount of approximately HK\$21.6 million (30 September 2021: approximately HK\$21.2 million). The portfolio of equity investments comprises mainly constituent stocks of key indexes in US. The portfolio of equity investments as at 31 December 2021 are set out as follows.

		Unrealised fair value gain for the period ended	Fair value of the investment in listed securities as at	Percentage of fair value of the investment in listed securities/ total assets of the Group as at	
	Investment cost	31 December 2021	31 December 2021	31 December 2021	
	HK\$'000	HK\$'000	HK\$'000		
Financial assets at fair value through profit or loss		21,177	404	21,581	61.2%

The Group held less than 0.1% of shareholding in each of the listed securities in the above equity investments portfolio and none of the investments was individually with value of 5% or above of the Group's total assets.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Due to the turbulence in the stock market in the three months ended 31 December 2021, the Directors expect the stock market will remain volatile in the coming year and the Group will continue to adopt the cautious approach in making investment decision in securities trading so as to obtain a balance between risk and return.

Save as disclosed above, the Group did not have any significant investments during the period ended 31 December 2021 (2020: Nil).

CORPORATE GOVERNANCE AND OTHER INFORMATION

Compliance with Corporate Governance Code

The board of Directors is of the view that the Company has met the code provisions set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 15 to the GEM Listing Rules during the three months ended 31 December 2021, except for the deviation as specified and explained below with considered reasons for such deviations.

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive of a listed issuer should be separated and should not be performed by the same individual. Currently, no chairman has been elected for the Company. In accordance with Article 132 of the Memorandum and Article of Association of the Company, the Directors may elect a chairman of the board meetings and determine the period for which he/she is to hold office. If no such chairman is elected, the Directors present may choose one of their members to be chairman of the meeting. The board of Directors considers this arrangement allows contributions from all Directors with different expertise to manage the Group’s overall business development, implementation and management.

Directors’ Securities Transactions

The Company has adopted rules 5.48 to 5.67 of the GEM Listing Rules, as its own code of conduct regarding directors’ dealings in the securities of the Company. Having made specific enquiry, all Directors confirmed that they have complied with the required standard of dealing during the Period.

Directors’ Interests in Contracts

None of the Directors nor their respective close associates had a material beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Period.

Directors’ Interests in a Competing Business

None of the Directors nor their respective close associates was interested in any business apart from the Group’s business which competes or is likely to compete, either directly or indirectly, with the Group’s businesses during the Period.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

Directors' and Chief Executives' Interests and/or Short Positions in Shares, Underlying Shares and Debentures of the Company or any Associated Corporation

As at 31 December 2021, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long position in ordinary shares of the Company

Name	Capacity	Note	Long position	
			Number of ordinary shares	Percentage of total number of shares
Ms. Tse	Interest in controlled corporation	1	750,000,000	75%
Mr. Lam	Interest of spouse	2	750,000,000	75%

Notes:

1. Ms. Tse Fung Sum Flora ("**Ms. Tse**") is interested in the entire issued share capital of Access Cheer Limited ("**Access Cheer**") and she is therefore deemed to be interested in the shares held by Access Cheer by virtue of the SFO.
2. Mr. Lam Ting Lok ("**Mr. Lam**") is the spouse of Ms. Tse and he is therefore deemed to be interested in the shares held by Ms. Tse by virtue of SFO.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

Save as disclosed above, as at 31 December 2021, none of the Directors and chief executives of the Company had an interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations that was notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she will be taken or deemed to have under the SFO), or was required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which was required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

Substantial shareholders' interests in shares and underlying shares of the Company

As at 31 December 2021, to the knowledge of the Directors, shareholders of the Company (other than the Directors or chief executives of the Company) who had interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follow:

Long position in ordinary shares of associated corporation

Name	Capacity	Note	Long position	
			Number of ordinary shares	Percentage of total number of shares
Access Cheer	Beneficial owner	1	750,000,000	75%

Note:

1. The entire issued share capital of Access Cheer is legally and beneficially owned by Ms. Tse who is deemed to be interested in the shares held by Access Cheer by virtue of the SFO.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

Save as disclosed above, as at 31 December 2021, none of the substantial shareholders or other persons, other than Directors and chief executives of the Company whose interests are set out in the section headed “Directors’ and Chief Executives’ Interests and/or Short Positions in Shares, Underlying Shares and Debentures of the Company or any Associated Corporation” above, had any interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

Purchase, Sale or Redemption of the Company’s Listed Securities

During the Period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed shares of the Company.

Audit Committee

The Company has established an audit committee (the “**Audit Committee**”) in compliance with Rule 5.28 to 5.33 of the GEM Listing Rules with specific written terms of reference in compliance with code provision C3.3 of the CG Code. The Audit Committee currently consists of all the three independent non-executive Directors, namely Mr. Li Wing Sum Steven, Mr. Cheung Pak To, *BBS* and Dr. Yu Yuen Ping. Mr. Li Wing Sum Steven is the chairman of the Audit Committee.

The primary duties of the Audit Committee are to review the annual reports and accounts, half-year reports and quarterly reports of the Group, make recommendations to the board of Directors on the appointment and dismissal of external auditors, provide advice in respect of financial reporting, review risk management and internal control framework of the Group, and monitor any continuing connected transactions.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

The Audit Committee has reviewed the unaudited consolidated results of the Group for the three months ended 31 December 2021.

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

Hong Kong, 8 February 2022

As at the date of this report, the executive Directors are Mr. Lam Ting Lok, Mr. Lo Mun Lam Raymond, Ms. Tse Fung Sum Flora, and Ms. Tsang Kwong Wan; and the independent non-executive Directors are Mr. Cheung Pak To, BBS, Mr. Li Wing Sum Steven and Dr. Yu Yuen Ping.