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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)

**UPDATES ON PLACING OF EXISTING SHARES AND
TOP-UP SUBSCRIPTION OF NEW SHARES
UNDER GENERAL MANDATE**

Reference is made to the announcement of Amasse Capital Holdings Limited (the “**Company**”) dated 21 November 2022 in relation to the proposed placing of existing shares and top-up subscription of new shares under general mandate (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the respective meanings as those defined in the Announcement.

**(I) COMPLETION OF TOP-UP PLACING PURSUANT TO THE TOP-UP
PLACING AGREEMENT A**

The Company is pleased to announce that completion of the Top-up Placing pursuant to the Top-up Placing Agreement A (as amended and supplemented by a supplemental agreement dated 28 November 2022) took place on 29 November 2022. A total of 100,000,000 Top-up Placing Shares have been placed at the Top-up Placing Price of HK\$0.10 per Top-up Placing Shares to the Top-up Placee A by the Vendor.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Top-up Placee A, Build Rise Capital Group Limited and Mr. Ma Fai are Independent Third Parties.

(II) NON-COMPLETION OF TOP-UP PLACING PURSUANT TO TOP-UP PLACING AGREEMENT B

Owing to the personal reason of Top-up Placee B, the Top-up Placing pursuant to Top-up Placing Agreement B had not completed.

The Board considers that the non-completion of the Top-up Placing pursuant to Top-up Placing Agreement B will not have any material adverse impact on the existing business, operations and financial position of the Company.

(III) COMPLETION OF THE TOP-UP SUBSCRIPTION

As a result of the above, completion of the Top-up Subscription took place on 5 December 2022 and a total of 100,000,000 Top-up Subscription Shares (equal to the number of the Top-up Placing Shares placed under the Top-up Placing) were subscribed by the Vendor at the Top-up Subscription Price of HK\$0.10 per Top-up Subscription Share, which was the same as the Top-up Placing Price. Such Top-up Subscription Shares represent approximately 9.09% of the issued share capital of the Company as enlarged by the allotment and issue of the Top-up Subscription Shares upon completion of the Top-up Subscription.

Effects on shareholding structure

The table below sets out the changes in the shareholding structure of the Company (i) immediately before completion of the Top-up Placing and completion of the Top-up Subscription; (ii) immediately after completion of the Top-up Placing pursuant to the Top-up Placing Agreement A but before completion of the Top-up Subscription; and (iii) as at the date of this announcement:

Shareholders	Immediately before completion of the Top-up Placing and completion of the Top-up Subscription		Immediately after completion of the Top-up Placing pursuant to the Top-up Placing Agreement A but before completion of the Top-up Subscription		As at the date of this announcement	
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>
The Vendor	750,000,000	75%	650,000,000	65%	750,000,000	68.18%
Top-up Placee A	—	—	100,000,000	10%	100,000,000	9.09%
Other public Shareholders	250,000,000	25%	250,000,000	25%	250,000,000	22.73%
Total	1,000,000,000	100%	1,000,000,000	100%	1,100,000,000	100%

Use of proceeds

As a result of the non-completion of the Top-up Placing pursuant to the Top-up Placing Agreement B, the aggregate gross and net proceeds from the Top-up Subscription was reduced to HK\$10.0 million and approximately HK\$9.7 million, respectively. The net proceeds raised upon completion of the Top-up Subscription is approximately HK\$0.10 per Top-up Subscription Share. The net Top-up Subscription Price per Top-up Subscription Share is equal to the net Top-up Placing Price per Top-up Placing Share.

The Company intends to utilise the net proceeds from the Top-up Subscription for the general working capital of the Group.

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

Hong Kong, 5 December 2022

As at the date of this announcement, the executive Directors are Dato' Sri Lai Chai Suang, 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.

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 enquires, 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 "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its publication and the Company website at www.amasse.com.hk.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.