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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)

**VOLUNTARY ANNOUNCEMENT
MEMORANDUM OF UNDERSTANDING
IN RESPECT OF POSSIBLE COOPERATION**

This announcement is made on a voluntary basis by Amasse Capital Holdings Limited (the “**Company**”).

MOU

The Board is pleased to announce that on 30 May 2023 (after trading hours), the Company and Guangming Great Health entered into the MOU whereby the Parties agreed to negotiate in good faith to enter into the Formal Agreement on the Possible Cooperation (as defined below).

A summary of the major terms of the MOU is set out below:

Parties : (i) the Company; and
(ii) Guangming Great Health.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, Guangming Great Health and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons.

- Subject matter : Subject to further negotiations and the terms and conditions to be set out in the Formal Agreement, the Parties agreed to negotiate for cooperation on Chinese materia medica business of Guangming Great Health, the cooperation methods include, but not limited to, acquisition of equity interest of Guangming Great Health, establishment of joint venture, establishment of limited partnership and/ or provision of financing (the “**Possible Cooperation**”).
- Formal Agreement : Pursuant to the MOU, the Company will negotiate and procure to enter into the Formal Agreement within three months (or such other date may agree by the Parties) from the date of the MOU.
- Termination : If the Parties are unable to enter into the Formal Agreement within three months (or such other date may agree by the Parties) from the date of the MOU, the MOU shall be terminated.
- Due diligence review : Pursuant to the MOU, the Company may conduct due diligence review (the “**Due Diligence**”) by itself or through its agent(s) on the financial status, legal affairs and business potential of Guangming Great Health after the signing of the MOU. Guangming Great Health shall cooperate with the Company and provide all the information and documents required by the Company.
- Exclusivity : Within three months from the date of the MOU (the “**Exclusive Period**”), the Company has the exclusive right to negotiate with Guangming Great Health on the Possible Cooperation under the MOU. During the Exclusive Period, save for the Company, Guangming Great Health shall not, and will procure the shareholders, directors, officers, employees, representatives and agents of Guangming Great Health not to directly or indirectly (i) solicit, initiate or encourage inquiries or offers, or (ii) initiate or continue negotiations or discussions or provide any information, or (iii) enter into any agreement or letter of intent or understanding regarding the sale or other disposal of Guangming Great Health’s equity or any of its assets, or sale, subscribe for or allot any part of it or any other equity with any investor, unless the Company has informed Guangming Great Health to terminate the transaction contemplated under the MOU during this period, or the Company is not satisfied with the result of Due Diligence.

Legal effects : Save for those provisions relating exclusivity, confidentiality, legal effects and governing law and settlement of disputes, the MOU does not impose legally binding obligations on the Parties.

INFORMATION ON THE GROUP

The Group is principally engaged in the provision of corporate finance advisory services and investment advisory services in Hong Kong, including 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).

INFORMATION ON GUANGMING GREAT HEALTH

Guangming Great Health is a limited liability company established under the laws of the PRC. As at the date of this announcement, Guangming Great Health is beneficially owned as to approximately 83.3% by Mr. Wan Jianguo* (萬建國) and approximately 16.7% by Mr. Xu Laifu* (徐來福). Guangming Great Health is principally engaged in planting, purchasing, processing, storing, sales and conducting scientific research of Chinese materia medica in the PRC.

REASONS FOR THE ENTERING INTO OF THE MOU

In 2016, the issuance of 《中醫藥發展戰略規劃綱要 (2016-2030年)》(Outline of the Strategic Plan for the Development of Traditional Chinese Medicine (2016-2030)*) by the State Council had demonstrated that the high attentions had been paid by the PRC government for the standardizing and modernization of the Chinese medicine industry. According to the《“十四五”中醫藥發展規劃》(The 14th Five-Year Plan for the Development of Traditional Chinese Medicine)*) issued by the State Council of the PRC in March 2022, the PRC government intended to further promote the Chinese medicine industry by, among others, the encouraging for development of the high-quality Chinese medicines, developing the health service industry of Chinese medicine, promote the prosperity and development of Chinese medicine culture and improving the ability of traditional Chinese medicine and health services. Furthermore, based on the statistics published by the National Bureau of Statistics of China, the turnover of Chinese herbal medicine and Chinese patent medicine retail market increased from approximately RMB2.2 billion in 2017 to approximately RMB8.8 billion in 2021, representing a compounded annual growth rate of approximately 41.4%. In view of the favourable support from the PRC government and the potential growth in the Chinese medicine industry, the Board is optimistic about the future demand of Chinese materia medica.

The Directors believe that the Possible Cooperation represents a strategic opportunity of the Group to explore the possibility of diversification of its revenue stream or provision of additional income to the Group.

In view of above, the Board is of the view that the entering into of the MOU is in the interests of the Company and the Shareholders as a whole.

GENERAL

Shareholders and potential investors of the Company should note that the MOU only sets out the intention of the Parties in relation to the Possible Cooperation, and that the MOU is not legally binding and creates no legal obligations on the Parties. In the event that a legally binding definitive agreement is agreed and/or signed, further announcement(s) will be made by the Company in compliance with the GEM Listing Rules as and when appropriate.

DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“Board”	the board of Directors
“Company”	Amasse Capital Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (stock code: 8168)
“connected person(s)”	the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Formal Agreement”	the definitive and legally-binding agreement in relation to the Possible Cooperation proposed to be entered into by the Parties
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Guangming Great Health”	廣明大健康產業集團有限公司 (Guangming Great Health Industry Group Co., Ltd.*), a company established in the PRC with limited liability

“Parties”	the Company and Guangming Great Health
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board
Amasse Capital Holdings Limited
Huang Min
Chairman and Executive Director

Hong Kong, 30 May 2023

As at the date of this announcement, the executive Directors are Ms. Huang Min, 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 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.

** for identification purposes only*