

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same respective meanings as those defined in the prospectus dated 8 March 2018 (the “**Prospectus**”) issued by Amasse Capital Holdings Limited (the “**Company**”).*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, 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 announcement.*

This announcement is for information purposes only and does not constitute an invitation or offer by any person to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.*

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)

**LISTING ON GEM OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF SHARE OFFER**

- Number of Offer Shares : 250,000,000 Shares comprising 200,000,000
New Shares and 50,000,000 Sale Shares**
- Number of Placing Shares : 225,000,000 Shares (subject to reallocation)**
- Number of Public Offer Shares : 25,000,000 Shares (subject to reallocation)**
- Offer Price : Not more than HK\$0.32 per Offer Share and
expected to be not less than HK\$0.20 per
Offer Share, plus brokerage of 1.0%, SFC
transaction levy of 0.0027% and Stock
Exchange trading fee of 0.005% (payable
in full on application in Hong Kong dollars
and subject to refund)**
- Nominal value : HK\$0.01 per Share**
- Stock Code : 8168**

Sole Sponsor



SOMERLEY CAPITAL LIMITED

Joint Bookrunners



SOMERLEY CAPITAL LIMITED



聯合證券
Head & Shoulders Securities

Application has been made by the Company to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus pursuant to the Share Offer and the Capitalisation Issue (including any options that may be granted under the Share Option Scheme as described in the Prospectus). Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, 22 March 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 22 March 2018.

The Share Offer comprises the Public Offer of initially 25,000,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of initially 225,000,000 Placing Shares (subject to reallocation), representing 90% of the total number of Offer Shares under the Share Offer. The allocation of the Offer Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and Conditions of the Share Offer – The Public Offer – Reallocation” in the Prospectus.

Where (i) the Placing Shares are fully subscribed or oversubscribed and the Public Offer Shares are fully subscribed or oversubscribed by less than 15 times or (ii) the Placing Shares are undersubscribed and the Public Offer Shares are oversubscribed irrespective of the number of times, up to 25,000,000 Offer Shares may be reallocated to the Public Offer from the Placing, so that the total number of the Offer Shares available under the Public Offer will be increased to 50,000,000 Offer Shares, representing 20% of the number of the Offer Shares initially available under the Share Offer. For further details of the reallocation of the Offer Shares between the Public Offer and the Placing, please refer to the section headed “Structure and Conditions of the Share Offer” in the Prospectus. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

Applicants who would like to have the allotted Public Offer Shares registered in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allotted Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should complete and sign the **YELLOW** Application Forms.

WHERE TO COLLECT THE PROSPECTUS AND APPLICATION FORMS

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 8 March 2018 until 12:00 noon on Tuesday, 13 March 2018 at:

- (a) the offices of the Joint Bookrunners:

Joint Bookrunners: **Somerley Capital Limited**
20/F, China Building
29 Queen's Road Central
Hong Kong

Head & Shoulders Securities Limited
Room 2511, 25/F, Cosco Tower
183 Queen's Road Central
Hong Kong

- (b) the offices of the Joint Lead Managers:

Joint Lead Managers: **Somerley Capital Limited**
20/F, China Building
29 Queen's Road Central
Hong Kong

Head & Shoulders Securities Limited
Room 2511, 25/F, Cosco Tower
183 Queen's Road Central
Hong Kong

ChaoShang Securities Limited
Rooms 4001-4002, 40/F, China Resources Building
26 Harbour Road, Wanchai
Hong Kong

- (c) the offices of the Co-Lead Managers:

Co-Lead Managers: **Freeman Securities Limited**
38/F, Bank of China Tower
1 Garden Road, Hong Kong

One China Securities Limited
2/F Cheong K. Building
84-86 Des Voeux Road Central
Hong Kong

(d) any of the following branches of Industrial and Commercial Bank of China (Asia) Limited, the receiving bank for the Public Offer:

District	Branch Name	Address
Hong Kong Islands	Sheung Wan Branch	Shop F, G/F, Kai Tak Commercial Building 317-319 Des Voeux Road Central Sheung Wan, Hong Kong
	Admiralty Branch	Shop 1013-1014, 1/F, United Centre 95 Queensway, Admiralty, Hong Kong
Kowloon	Prince Edward Branch	777 Nathan Road, Mongkok, Kowloon
	Kwun Tong Branch	Shop 5&6, 1/F, Crocodile Center 79 Hoi Yuen Road, Kwun Tong Kowloon
New Territories	Tsuen Wan Castle Peak Road Branch	G/F, 423-427 Castle Peak Road Tsuen Wan, New Territories

Printed copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 8 March 2018 until 12:00 noon on Tuesday, 13 March 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or from your stockbroker.

Time for lodging Application Form

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "ICBC (Asia) Nominee Limited – Amasse Capital Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

Thursday, 8 March 2018	: 9:00 a.m. to 5:00 p.m
Friday, 9 March 2018	: 9:00 a.m. to 5:00 p.m
Saturday, 10 March 2018	: 9:00 a.m. to 1:00 p.m
Monday, 12 March 2018	: 9:00 a.m. to 5:00 p.m
Tuesday, 13 March 2018	: 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Tuesday, 13 March 2018, the last application day or such later time as described in the section headed "How to Apply for Public Offer Shares – 7. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Joint Bookrunners and the Hong Kong Share Registrar.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for the Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Offer Price will not be more than HK\$0.32 per Offer Share and is expected to be not less than HK\$0.20 per Offer Share unless otherwise announced. Applicants for Public Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$0.32 per Offer Share (plus brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) and subject to refund. If the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.32 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest.

Share certificates for the Offer Shares distributed pursuant to the Share Offer will only become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Thursday, 22 March 2018. The Company will not issue any temporary document of title. No receipt will be issued for sums paid on application in respect of the Offer Shares.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and Conditions of the Share Offer – Conditions of the Share Offer” in the Prospectus.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Joint Bookrunners are entitled, in their sole and absolute discretion, to terminate the Underwriters’ obligations under the Underwriting Agreements by notice in writing to the Company, upon the occurrence of any of the events set forth under the section headed “Underwriting – Underwriting Arrangements and Expenses – The Public Offer – Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Thursday, 22 March 2018. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.amasse.com.hk on the next business day following the date of such lapse.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM and the Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on GEM or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price is expected to be fixed by the Price Determination Agreement between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, 15 March 2018 or such later date as the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) may agree. If, for whatever reason, the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) are unable to reach an agreement or enter into the Price Determination Agreement on the Offer Price on or before Wednesday, 21 March 2018, the Share Offer will not become unconditional and will lapse immediately. In such event, the Company will issue an announcement which will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.amasse.com.hk.

The announcement of the final Offer Price, level of indications of interest in the Placing, the level of applications and the basis of allocation in the Public Offer will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.amasse.com.hk on Wednesday, 21 March 2018.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available on Wednesday, 21 March 2018 in the manner described in the section headed "How to Apply for the Public Offer Shares – 8. Publication of Results" in the Prospectus.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Thursday, 22 March 2018, dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 22 March 2018. The Shares will be traded in board lots of 10,000 Shares each. The GEM stock code of the Shares is 8168.

By order of the Board
Amasse Capital Holdings Limited
寶積資本控股有限公司
Lam Ting Lok
Executive Director

Hong Kong, Thursday, 8 March 2018

As at the date of this announcement, 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. Tsang Jacob Chung 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 enquiries, 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 and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk, and in the case of the announcement, on the "Latest Company Announcements" page for 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published and remain on the Company's website at www.amasse.com.hk.