New Amante Group Limited
新愛德集團有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8412)

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

On 24 September 2024 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, 20,370,000 subscription shares at the subscription price of HK$0.46 per Subscription Share.

The Subscription Shares will be issued and allotted under the General Mandate.

The Subscription Shares represent (i) approximately 19.995% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.663% of the enlarged issued share capital of the Company immediately following the Completion, assuming that there will be no change in the issued share capital of the Company (other than the issue of the Subscription Shares) between the date of this announcement and the Completion.

The net proceeds from the Subscription will amount to approximately HK$9,250,000.00, which is intended to be used as general working capital of the Group.

Completion of the Subscription is subject to fulfillment of the conditions precedent under the Subscription Agreement. As such, the Subscription may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

INTRODUCTION

On 24 September 2024 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, 20,370,000 subscription shares at the subscription price of HK$0.46 per Subscription Share.

THE SUBSCRIPTION AGREEMENT

Date:	24 September 2024	
Parties:	(i)	the Company as the issuer
	(ii)	the Subscriber

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner are Independent Third Parties.

Subscription Shares

Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, 20,370,000 subscription shares at the subscription price of HK$0.46 per Subscription Share.

The Subscription Shares represent (i) approximately 19.995% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.663% of the enlarged issued share capital of the Company immediately following the Completion, assuming that there will be no change in the issued share capital of the Company (other than the issue of the Subscription Shares) between the date of this announcement and the Completion.

The aggregate nominal value of the Subscription Shares is HK$203,700.00.

Ranking

The Subscription Shares, when issued and fully paid, will rank *pari passu* in all respects among themselves and with all other Shares in issue at the Completion Date.

Subscription Price

The subscription price of HK$0.46 per Subscription Share represents:

(i) a premium of approximately 2.222% over the closing price of HK$0.450 per Share as quoted on the Stock Exchange on the Last Trading Day; and

(ii) a discount of approximately 1.288% to the average closing price of approximately HK$0.466 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the Last Trading Day.

The Subscription Price was determined after arm's length negotiation between the Company and the Subscriber after taking into account the prevailing market price of the Shares and the market condition. The Directors are of the view that the Subscription Price is fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

The gross proceeds and net proceeds from the Subscription will be HK$9,370,200.00 and approximately HK$9,250,000.00 respectively, and the net Subscription Price per Subscription Share is approximately HK$0.454.

Conditions precedent

Completion of the Subscription shall be conditional on:–

(i) the listing of and permission to deal in the Subscription Shares being granted by the GEM Listing Committee of the Stock Exchange; and

(ii) the warranties of the Company under the Subscription Agreement being true, accurate and not misleading in all material respects as at the date of the Subscription Agreement and the date of the Completion

The above condition (ii) may be waived by the Subscriber only.

If the above conditions precedent are not satisfied (or, where applicable, waived) on or before the Long Stop Date, the Subscription Agreement shall terminate and none of the parties to the Subscription Agreement shall have any claim against the other for costs, damages, compensation or otherwise.

Completion

Completion shall take place within three (3) Business Days (or such later date as the parties to the Subscription Agreements may agree) after the day on which all the conditions precedent are satisfied (or, where applicable, waived) in accordance with the terms of the Subscription Agreement.

GENERAL MANDATE TO ISSUE THE SUBSCRIPTION SHARES

The Subscription Shares will be allotted and issued under the General Mandate granted to the Directors by a resolution of the Shareholders passed at the AGM subject to the limit of up to 20% of the issued share capital of the Company as at the date of the AGM. Under the General Mandate, the Directors are authorised to issue and allot up to 20,375,520 Shares. Up to the date of this announcement, no Shares have been allotted and issued under the General Mandate. As such, the issue of the Subscription Shares will not be subject to Shareholders' approval.

APPLICATION FOR LISTING

Application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

INFORMATION OF THE GROUP AND THE SUBSCRIBER

The Company is a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange (stock code: 8412). The Company is an investment holding company principally engaged in club and cigar lounges businesses, and sales of cigar and related products, in Hong Kong though its subsidiaries.

The Subscriber is an investment holding company incorporated in the British Virgin Islands. It is wholly-owned by Ms. Ma Liangping, who is a merchant. Both the Subscriber and the said Ms. Ma are Independent Third Parties.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION AND THE USE OF PROCEEDS

The gross proceeds of the Subscription will be HK$9,370,200.00. After taking into account the estimated expenses related to the Subscription, the estimated net proceeds of the Subscription will be approximately HK$9,250,000.00. The Company intends to apply the net proceeds from the Subscription for general working capital of the Group, of which approximately HK$3,100,000.00 for repayment of loan and the remaining balance for the Group's administrative expenses including the staff's salaries, rentals and other general expenses.

The Board considers that the Subscription represents a good opportunity to raise additional funds to strengthen the financial position of the Group and provide funding to the Group to finance its working capital needs. In view of the above, the Directors (including the independent non-executive Directors) consider that the terms of the Subscription Agreement are fair and reasonable and the Subscription is in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company had not conducted any fund-raising exercises in the past twelve months immediately preceding the date of this announcement.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholdings structure of the Company as at the date of this announcement and immediately upon completion of the Subscription (assuming that there will be no other change to the share capital of and shareholding in the Company other than the issue and allotment of all the Subscription Shares) is set out as follows:

Shareholders	**As at the date of this announcement**		**Immediately upon completion of the Subscription**	
	No. of Shares	*Approximate shareholding (%)*	*No. of Shares*	*Approximate shareholding (%)*
Directors				
Jiang Qiaowei	20,000	0.020	20,000	0.016
Liu Huijing	4,265,250	4.187	4,265,250	3.489
Substantial Shareholder(s)				
Wang Ning	17,401,761	17.081	17,401,761	14.235
Yuan Lin*	23,918,250	23.477	23,918,250	19.565
The Subscriber	–	–	20,370,000	16.663
Public Shareholders	56,272,339	55.235	56,272,339	46.032
Total	**101,877,600**	**100.000**	**122,247,600**	**100.000**

* *Mr. Yuan Lin (i) personally holds 11,643,250 Shares; (ii) is deemed to have interest in 200,000 Shares held by his spouse and (iii) is deemed to have interest in 12,075,000 Shares held by his indirectly controlled company, Zhongcai Herui Investment Group Co Limited (a company directly and wholly owned by Zhongcai Herui Industry Development Co Limited, which is directly held as to 90% by Mr. Yuan Lin).*

WARNINGS

Shareholders and potential investors should note that Completion of the Subscription is subject to fulfilment of the conditions under the Subscription Agreement. As such, the Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing or contemplate dealing in the Shares or other securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

"AGM"	the annual general meeting of the Company held on 6 October 2023
"associate(s)"	has the meaning ascribed to it in the GEM Listing Rules
"Board"	the board of Directors
"Business Day(s)"	a day (other than a Saturday or Sunday) on which banks in Hong Kong are open for business
"Company"	New Amante Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (Stock Code: 8412)
"Completion"	completion of the Subscription pursuant to the terms and conditions of the Subscription Agreement
"Completion Date"	within three (3) Business Days following the fulfillment of conditions in respect of Subscription Agreement
"Directors"	directors of the Company
"GEM"	the GEM of the Stock Exchange
"GEM Listing Committee"	has the meaning ascribed thereunder the GEM Listing Rules
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"General Mandate"	the general mandate which was granted to the Directors pursuant to an ordinary resolution passed at the AGM to issue and allot up to 20,375,520 Shares, representing 20% of the issued share capital of the Company as at the date of the AGM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong

"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	person(s) who or company(ies) together with its/their ultimate beneficial owner(s) which is/are third party(ies) independent of the Company and its connected person(s) (as defined under the GEM Listing Rules)
"Last Trading Day"	24 September 2024, being the last trading day of the Shares on the Stock Exchange prior to the release of this announcement
"Long Stop Date"	the date of 21 days from the date of the Subscription Agreement, or such later date as the Company and the Subscriber may agree in writing
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber"	Keen Champ International Investment Limited (銳成國際投資有限公司), a company incorporated in the British Virgin Islands
"Subscription"	the subscription of the Subscription Shares by the Subscriber pursuant to the Subscription Agreement
"Subscription Agreement"	the subscription agreement dated 24 September 2024 and entered into between the Company and the Subscriber in respect of the Subscription
"Subscription Price"	HK$0.46 per Subscription Share
"Subscription Shares"	20,370,000 new Shares to be subscribed by the Subscriber pursuant to the terms and conditions of the Subscription Agreement
"%"	per cent

By order of the Board
New Amante Group Limited
Wong Chi Yung
Chairman of the Board and Chief Executive Officer

Hong Kong, 24 September 2024

As at the date of this announcement, the executive Directors are Mr. Wong Chi Yung, Ms. Liu Huijing and Ms. Lui Lok Yan, the independent non-executive Directors are Mr. Pong Chun Yu, Mr. Hui Wai Hung and Mr. Jiang Qiaowei.

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 will remain on the Stock Exchange's website http://www.hkexnews.hk for at least 7 days from the date of its publication. This announcement will also be published on the Company's website at www.new-amante.com.