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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ArtGo Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ARTGO HOLDINGS LIMITED

雅高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3313)

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES, TO ISSUE SHARES AND TO RESALE SHARES
AND
(3) PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY
AND
(4) PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND
SUB-DIVISION OF UNISSUED SHARES
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

Financial Adviser



A notice convening the Annual General Meeting of the Company to be held at Units 5906–12, 59/F., The Center, 99 Queen’s Road Central, Hong Kong at 11:00 a.m. on Monday, 17 June 2024 is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.artgo.cn).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

24 May 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2023 Annual Report”	the annual report of the Company for the financial year ended 31 December 2023 despatched to the Shareholders on 30 April 2024;
“Announcement”	the announcement of the Company dated 29 April 2024 in relation to the proposed Capital Reduction and Share Sub-division;
“Annual General Meeting”	an annual general meeting of the Company to be held at Units 5906–12, 59/F., The Center, 99 Queen’s Road Central, Hong Kong, on Monday, 17 June 2024 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages AGM-1 to AGM-5 of this Circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Business Day(s)”	day(s) (excluding Saturdays, Sundays and public holidays) on which banks are open for business in Hong Kong;
“Capital Reduction”	the proposed reduction of the issued share capital of the Company whereby the nominal value of each of the issued Shares will be reduced from HK\$0.20 each to HK\$0.01 each by cancelling the paid up capital to the extent of HK\$0.19 on each issued Share;
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system;
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time;
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this Circular, Hong Kong, the Macau Special Administrative Region and Taiwan;

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“Circular”	the circular of the Company to be despatched to the Shareholders to provide, among other things, details of the Capital Reduction, the Share Sub-division and the notice of the Annual General Meeting;
“close associates”	has the meaning ascribed thereto under the Listing Rules;
“Company”	ArtGo Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (with stock code: 3313);
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961), of the Cayman Islands as consolidated and revised;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Court”	the Grand Court of the Cayman Islands;
“Director(s)”	the director(s) of the Company;
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures;
“Group”	the Company and all of its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	20 May 2024, being the latest practicable date prior to the printing of this Circular for ascertaining certain information contained herein;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company, as amended or amended and restated from time to time;

DEFINITIONS

“New Share(s)”	the ordinary share(s) of par value HK\$0.01 each in the issued and unissued share capital of the Company upon the Capital Reduction and the Share Sub-division becoming effective;
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shop 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.20 each in the capital of the Company before the Capital Reduction and the Share Sub-division become effective;
“Share Issue and Resale Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of any Treasury Shares) of not exceeding 20% of the total number of issued shares of the Company (excluding Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this Circular;
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this Circular;
“Share Sub-division”	the proposed sub-division of each of the authorised but unissued Shares of par value HK\$0.20 each into twenty (20) unissued New Shares;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules;

DEFINITIONS

“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time;
“Treasury Share(s)”	has the meaning ascribed thereto under the Listing Rules which will come into effect on 11 June 2024 and as amended from time to time; and
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the Capital Reduction and the Share Sub-division is set out below:

Event(s)	Time and date
Latest date and time for lodging transfer documents in order to qualify for attendance and voting at the AGM	4:30 p.m. on Tuesday, 11 June 2024
Closure of register of members for determining the entitlement to attend and vote at the AGM (both dates inclusive).....	Wednesday, 12 June 2024 to Monday, 17 June 2024
Latest date and time for lodging proxy form for the AGM.....	11:00 a.m. on Saturday, 15 June 2024
Record date for AGM	Monday, 17 June 2024
Expected date and time of the AGM.....	11:00 a.m. on Monday, 17 June 2024
Publication of announcement of poll results of the AGM	Monday, 17 June 2024

The following events are conditional upon the results of the AGM and the confirmation of the Court on the Capital Reduction and therefore the dates are tentative only.

Event(s)	Time and date
Effective date and time of the Capital Reduction and the Share Sub-division	Before 9:00 a.m. on Tuesday, 20 August 2024
Commencement of dealing in the New Shares.....	9:00 a.m. on Tuesday, 20 August 2024
First day of free exchange of existing share certificates for the Consolidated Shares into new share certificates for New Shares	Tuesday, 20 August 2024
Last day of free exchange of existing share certificates for the Consolidated Shares into new share certificates for New Shares	Thursday, 26 September 2024

All times and dates specified in this Circular refer to the Hong Kong local times and dates. The expected timetable is subject to the satisfaction of all the conditions of the Capital Reduction and the Share Sub-division and is therefore for indicative purpose only. Any subsequent changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

LETTER FROM THE BOARD



ARTGO HOLDINGS LIMITED

雅高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3313)

Executive Directors:

Ms. Wu Jing (*Chairman and
Acting Chief Executive Officer*)
Mr. Gu Weiwen (*Vice Chairman*)
Mr. Zhang Jian
Mr. Wan Jian

Non-Executive Director:

Mr. Gu Zengcai

Independent non-executive Directors:

Ms. Lung Yuet Kwan
Mr. Hui Yat On
Mr. Zhai Feiquan

Registered office:

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Principal Place of Business
in the PRC:*

Room E, 6/F
No. 728 Yan'an West Road
Changning District
Shanghai
People's Republic of China

New Material Industrial Park
Teng Tian Town
Yongfeng County
Ji'an City
Jiangxi Province
People's Republic of China

*Principal Place of Business
in Hong Kong:*

Unit 1302, 13/F.,
Golden Centre,
188 Des Voeux Road Central,
Hong Kong

24 May 2024

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES, TO ISSUE SHARES AND TO RESALE SHARES
AND
(3) PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY
AND
(4) PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND
SUB-DIVISION OF UNISSUED SHARES
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

Reference is made to the Announcement.

The purpose of this Circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; (ii) the granting to the Directors of the Share Repurchase Mandate and the Share Issue and Resale Mandate to repurchase Shares and to issue Shares (including any sale and transfer of Treasury Shares) respectively; (iii) the re-appointment of auditor of the Company; and (iv) the Capital Reduction and the Share Sub-division.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 84 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. As such, Mr. Zhang Jian (an executive Director), Mr. Hui Yat On (an independent non-executive Director), Ms. Lung Yuet Kwan (an independent non-executive Director) and Mr. Gu Zengcai (a non-executive Director) are eligible to offer themselves for re-election, and all of them have confirmed that they will offer themselves for re-election at the Annual General Meeting.

Particulars of Mr. Hui Yat On, Mr. Zhang Jian, Ms. Lung Yuet Kwan and Mr. Gu Zengcai are set out in Appendix I to this Circular.

Each of the independent non-executive Directors of the Company, including Mr. Hui Yat On and Ms. Lung Yuet Kwan, who have offered themselves for re-election, has confirmed independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company (the “**Nomination Committee**”) is also responsible for, inter alia, assessing the independence of the independent non-executive Directors. The Nomination Committee assessed and reviewed the individual independent non-executive Director’s annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that all independent non-executive Directors remained independent.

The re-election of Directors has been reviewed by the Nomination Committee, which has made recommendation to the Board that the re-election be proposed for the Shareholders’ approval at the forthcoming Annual General Meeting of the Company.

The Nomination Committee has reviewed the biographical details of Mr. Hui Yat On, Mr. Zhang Jian, Ms. Lung Yuet Kwan and Mr. Gu Zengcai and their meeting of nomination criteria (including but not limited to, character, professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy, time commitment to effectively discharge duties as Board member) set out in the nomination policy of the Company and has considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge

LETTER FROM THE BOARD

and length of services) set out in the diversity policy of the Company, and has taken the view that Mr. Hui Yat On, Mr. Zhang Jian, Ms. Lung Yuet Kwan and Mr. Gu Zengcai have been contributing to the Group effectively and are committed to their role as Directors.

The Board has accepted the recommendation by the Nomination Committee for recommending the Shareholders to re-elect Mr. Hui Yat On, Mr. Zhang Jian, Ms. Lung Yuet Kwan and Mr. Gu Zengcai as Directors at the Annual General Meeting. Each of them abstained from voting at the Board meeting regarding their nomination. The Board considers that the re-election of Mr. Hui Yat On, Mr. Zhang Jian, Ms. Lung Yuet Kwan and Mr. Gu Zengcai as Directors is in the best interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of their re-election at the Annual General Meeting.

3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE, ISSUE AND RESALE SHARES

At the annual general meeting of the Company held on 19 June 2023 and pursuant to ordinary resolutions of the Shareholders passed on 19 June 2023, general mandates were granted to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this Circular (i.e. a total of 98,759,462 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting);
- (b) the granting of the Share Issue and Resale Mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of Treasury Shares) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this Circular (i.e. a total of 197,518,925 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting); and
- (c) the extension of the general mandate to be granted to the Directors to increase the total number of Shares which may be allotted and issued under the Share Issue and Resale Mandate by an additional number representing such number of Shares repurchased under the Share Repurchase Mandate.

Each of the Share Repurchase Mandate and Share Issue and Resale Mandate, if granted, would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of

LETTER FROM THE BOARD

the Company is required by the Articles of Association or the applicable laws of the Cayman Islands to be held; or (c) the revocation or variation of the authority given under the relevant mandate by an ordinary resolution of the Shareholders in a general meeting.

With reference to the Share Repurchase Mandate and Share Issue and Resale Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares or resale any Treasury Shares pursuant thereto.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Share Repurchase Mandate at the Annual General Meeting. An explanatory statement in relation to the Share Repurchase Mandate is set out pursuant to Rule 10.06(1)(b) of the Listing Rules in Appendix II to this Circular.

4. PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY

Elite Partners CPA Limited will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint Elite Partners CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration. Elite Partners CPA Limited has indicated its willingness to be re-appointed as the Company's auditor for the said period.

5. PROPOSED CAPITAL REDUCTION AND SHARE SUB-DIVISION

The Board proposes the Capital Reduction and the Share Sub-division to be implemented in the following manner:

- (i) the issued share capital of the Company will be reduced by cancelling the paid up capital to the extent of HK\$0.19 on each of the issued Shares such that the par value of each issued Share will be reduced from HK\$0.20 to HK\$0.01; and
- (ii) immediately following the Capital Reduction, each of the authorised but unissued Shares of par value HK\$0.20 each will be sub-divided into twenty (20) New Shares of par value HK\$0.01 each.

Each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank *pari passu* in all respects with each other each in accordance with the Memorandum and the Articles of Association and have rights and privileges and be subject to the restrictions as contained in the Memorandum and the Articles of Association.

Effect of the Capital Reduction and the Share Sub-division

Immediately upon the Capital Reduction and the Share Sub-division becoming effective and assuming no further Shares will be issued or repurchased from the Latest Practicable Date up to and including the date of which the Capital Reduction and the

LETTER FROM THE BOARD

Share Sub-division shall become effective, the authorised share capital of the Company shall be HK\$300,000,000 divided into 30,000,000,000 New Shares with par value of HK\$0.01 each, of which 987,594,625 New Shares will be in issue and fully paid or credited as fully paid.

Based on the 987,594,625 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or repurchased before the Capital Reduction and the Share Sub-division become effective, a credit amounting to HK\$187,642,979 will arise from the Capital Reduction. It is proposed that such credit will be applied towards offsetting the accumulated losses of the Company and the balance (if any) will be credited to a distributable reserve account of the Company to be used in such manner as the Board may deem fit and is permitted under all applicable laws, the Memorandum and the Articles of Association.

Assuming that there is no change in the number of issued Shares from the Latest Practicable Date up to and including the date on which the Capital Reduction and the Share Sub-division becoming effective, the share capital structure of the Company will be as follows:

	As at the Latest Practicable Date	Immediately Upon the Capital Reduction and the Share Sub-division becoming effective
Par value	HK\$0.20 per Share	HK\$0.01 per New Share
Number of authorised Shares	1,500,000,000 Shares	30,000,000,000 New Shares
Amount of the authorised share capital	HK\$300,000,000	HK\$300,000,000
Number of issued Shares	987,594,625 Shares	987,594,625 New Shares
Amount of the issued share capital	HK\$197,518,925	HK\$9,875,946

Other than the expenses to be incurred in relation to the Capital Reduction and Share Sub-division, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Shares will not be allocated to the Shareholders who may otherwise be entitled. The Directors are of the view that the Capital Reduction and the Share Sub-division will not have any material adverse effect on the financial position of the Group and are in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Conditions of the Capital Reduction and the Share Sub-division

The Capital Reduction and the Share Sub-division are conditional upon the following conditions:

- (i) the passing of a special resolution by the Shareholders at the Annual General Meeting approving the Capital Reduction and the Share Sub-division;
- (ii) the Court granting an order confirming the Capital Reduction (if applicable);
- (iii) compliance with any conditions which the Court may impose in relation to the Capital Reduction (if applicable);
- (iv) registration by the Registrar of Companies in the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction (if applicable) and the minute containing the particulars required under the Companies Act with respect to the Capital Reduction;
- (v) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares upon the Capital Reduction and the Share Sub-division becoming effective; and
- (vi) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Capital Reduction and Share Sub-division.

The Capital Reduction and the Share Sub-division will become effective when the conditions mentioned above are fulfilled. Upon the approval by the Shareholders of the Capital Reduction and the Share Sub-division at the Annual General Meeting, the legal advisors to the Company (as to Cayman Islands law) will apply to the Court for hearing date(s) to confirm the Capital Reduction (if applicable) and further announcement(s) will be made by the Company on the preliminary timetable as soon as the Court hearing dates are confirmed.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

Application for listing of the New Shares

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the New Shares upon the Capital Reduction and the Share Sub-division becoming effective.

Subject to the granting of listing of, and permission to deal in, the New Shares on the Stock Exchange upon the Capital Reduction and the Share Sub-division becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or any other date determined by HKSCC. Settlement of

LETTER FROM THE BOARD

transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. 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 will be made for the New Shares to be admitted into CCASS established and operated by HKSCC.

None of the Shares are listed or dealt in on any stock exchange other than the Stock Exchange, and at the time the Capital Reduction and the Share Sub-division become effective, the New Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being, or is proposed to be, sought.

As the Court hearing dates have yet to be fixed, the effective date of the Capital Reduction and the Share Sub-division is not ascertainable at present. Should the Capital Reduction and the Share Sub-division become effective, Shareholders may submit share certificates for the Shares (in yellow colour) to the Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong to exchange for new share certificates for the New Shares (in red colour) at the expense of the Company within the relevant free exchange period from the date of which the Capital Reduction and the Share Sub-division shall become effective. Details of such free exchange of share certificates will be announced as soon as the date of which the Capital Reduction and the Share Sub-division shall become effective is ascertained.

The Company will publish announcement(s) to update the Shareholders when the Court hearing dates, the effective date of the Capital Reduction and the Share Sub-division, and the period when the Shareholders can submit share certificates for the Shares to exchange for new share certificates for the New Shares is/are ascertained and/or updated.

All existing certificates of the Shares will continue to be evidence of title to such Shares, but all existing certificates of Shares will cease to be valid for trading and settlement purposes.

Reasons for the Capital Reduction and Share Sub-division

The Board believes that the credit arising from the Capital Reduction will allow the Company to reduce its accumulated losses. The balance of the credit (if any) will be credited to a distributable reserve account of the Company to be used in any way deemed fit by the Board and allowed by applicable laws, the Memorandum and the Articles of Association. This will enable the Company to declare dividends or undertake any corporate exercise that requires the use of distributable reserves in the future, subject to the Company’s performance and the Board’s evaluation of appropriateness. In view of this, the Board believes that the implementation of the Capital Reduction and the Share Sub-division is in the interest of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

No change in board lot size

The Shares are currently traded on the Stock Exchange in board lot size of 10,000 Shares. Upon the Capital Reduction and the Share Sub-division becoming effective, the board lot size for trading in the New Shares will remain unchanged at 10,000 New Shares per board lot.

Based on the closing price of HK\$0.35 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value per board lot of 10,000 Shares is HK\$3,500; and (ii) the estimated value per board lot of 10,000 New Shares would remain unchanged assuming that the Capital Reduction and the Share Sub-division becomes effective.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting convening the Annual General Meeting to be held at Units 5906–12, 59/F., The Center, 99 Queen's Road Central, Hong Kong (or any adjournment thereof) on 17 June 2024 (Monday) at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this Circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

The 2023 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2023 and the reports of the Directors and the independent auditor of the Company thereon are despatched to the Shareholders on 30 April 2024.

To the best knowledge, information and belief of the Directors, no Shareholder has a material interest in the Capital Reduction or the Share Sub-division or is required to abstain from voting on the necessary resolutions for approving the Capital Reduction and the Share Sub-division at the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed with this Circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.artgo.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

7. VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting. An announcement will be made by the Company following the conclusion of the Annual General Meeting to inform Shareholders of the results of the Annual General Meeting.

8. RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 Circular 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 Circular misleading.

9. RECOMMENDATION

The Directors consider that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this Circular.

Yours faithfully
For and on behalf of the Board of
ArtGo Holdings Limited
Wu Jing
Chairman and Executive Director

- (3) **Mr. GU Zengcai** (顧增才), aged 61, graduated in the profession of industrial accounting school from Jiangsu Radio and TV University* (江蘇廣播電視大學) in 1986. Mr. Gu worked as the director of audit department and vice manager of finance department in Zhuhai Port Co., Ltd.* (珠海港股份有限公司) (formerly known as Zhuhai Fuhua Group Co., Ltd.* (珠海富華集團股份有限公司)) (a company listed as A share with stock code 000507) from October 1993 to August 1994. From September 1994 to April 2002, Mr. Gu worked in China Resources Bank of Zhuhai Co., Ltd.* (珠海華潤銀行) (formerly known as Zhuhai Commercial Bank) (the “**CR Bank**”) and served as the deputy director of Zhuhai Huayin City Credit Cooperatives* (珠海華銀城市信用社), the branch president of CR Bank, and the manager of the capital department, finance department and credit department in the headquarter of the CR Bank. Mr. Gu was also appointed as the executive director of the Zhuhai Holdings Investment Group Limited (a company listed on The Stock Exchange with stock code 00908) (formerly known as Jiuzhou Development Company Limited) from October 2003 to August 2012 and the deputy chairman of the board of directors in the same company from August 2006 to August 2012. Mr. Gu obtained the certificate of the accountant and auditor in the year of 1992 and the certificate of Chinese Public Accountant in 1993.

Mr. Gu has entered into an appointment letter with the Company under which he agrees to act as a non-executive Director of the Company commencing from 8 June 2016 for a period of three years, subject to renewal. Pursuant to the appointment letter, Mr. Gu is currently entitled to an annual emoluments of HK\$150,000, which was determined by the Board with reference to his experience, duties and responsibilities to the Company and the prevailing market conditions. Mr. Gu shall retire by rotation and be eligible for re-election in the Annual General Meetings of the Company in accordance with the Articles of Association. Mr. Gu did not hold any directorship in the past 3 years in any other listed companies. Mr. Gu does not hold any other position in the Company or any of its subsidiaries, and he is and was not connected with any Director(s), senior management or substantial or controlling shareholder(s) (as defined in the Listing Rules) of the Company, other than the relationship arising from his directorship with the Company.

As at the Latest Practicable Date, Mr. Gu was not interested or deemed to be interested in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to the appointment of Mr. Gu as a non-executive Director and there are no other matters that need to be brought to the attention of the shareholders of the Company.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

- (4) **Mr. HUI Yat On (許一安)**, aged 64, graduated from the Chinese University of Hong Kong with a bachelor degree in business administration in 1982. In 2004, Mr. Hui obtained a master degree in professional accounting from Hong Kong Polytechnic University. Mr. Hui became a member of the Hong Kong Institute of Certified Public Accountants in 1986. He is also a member of the Hong Kong Chiu Chow Chamber of Commerce. Mr. Hui has previously served as the executive director and senior executive of several Hong Kong listed companies. He was appointed as an independent non-executive director of Enterprise Development Holdings Limited, a company listed on the Main Board of the Stock Exchange with stock code 1808, in the period of 11 January 2021–20 September 2021. He was appointed on 10 June 2021 as an independent non-executive director of China Financial Leasing Group Limited, a company listed on the Main Board of the Stock Exchange with stock code 2312. Mr. Hui has over three decades of experiences in the field of corporate finance and financial services.

Mr. Hui has entered into an appointment letter with the Company under which he agrees to act as an independent non-executive Director of the Company commencing from 8 June 2016 for a period of three years, subject to renewal. Pursuant to the appointment letter, Mr. Hui is currently entitled to an annual emoluments of HK\$180,000, which was determined by the Board with reference to his experience, duties and responsibilities to the Company and the prevailing market conditions. Mr. Hui shall retire by rotation and be eligible for re-election in the Annual General Meetings of the Company in accordance with the Articles of Association. Save as disclosed above, Mr. Hui did not hold any directorship in the past 3 years in any other listed companies. He does not hold any other position in the Company or any of its subsidiaries, and he is and was not connected with any Director(s), senior management or substantial or controlling shareholder(s) (as defined in the Listing Rules) of the Company, other than the relationship arising from his directorship with the Company.

As at the Latest Practicable Date, Mr. Hui was not interested or deemed to be interested in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to the appointment of Mr. Hui as an independent non-executive Director and there are no other matters that need to be brought to the attention of the shareholders of the Company.

* *For identification purpose only and should not be regarded as the official English translation of the Chinese names. In the event of any inconsistency, the Chinese name prevails.*

This Appendix II serves as an explanatory statement with the particulars, as required under Rule 10.06(1)(b) of the Listing Rules to be sent to all Shareholders, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 987,594,625 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total number of 98,759,462 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Companies Law and any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date are as follows:

Month	Highest HK\$	Lowest HK\$
May 2023	0.290	0.170
June 2023	0.265	0.192
July 2023	0.400	0.228
August 2023	0.255	0.200
September 2023	0.220	0.190
October 2023	0.225	0.191
November 2023	0.390	0.205
December 2023	0.340	0.220
January 2024	0.245	0.205
February 2024	0.350	0.223
March 2024	0.415	0.325
April 2024	0.430	0.325
May 2024 (<i>up to the Latest Practicable Date</i>)	0.405	0.345

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the Companies Law and all other applicable laws.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the

meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the Directors' knowledge, information and belief, and on the basis of the shareholding of the Company as at the Latest Practicable Date, there is no substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company. Therefore, the repurchase of Shares would not give anyone to an obligation to make a mandatory offer under Rule 26 of the Takeover Code. Accordingly, the Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate. In addition, the Directors will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%. In addition, in exercising the Share Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares had been made by the Company (whether on the Stock Exchange or otherwise) during the twelve months ended on the Latest Practicable Date.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

9. CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Share Repurchase Mandate has any unusual features.

NOTICE OF ANNUAL GENERAL MEETING



ARTGO HOLDINGS LIMITED

雅高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3313)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of ArtGo Holdings Limited (the “Company”) will be held at Units 5906–12, 59/F., The Center, 99 Queen’s Road Central, Hong Kong on Monday, 17 June 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2023.
2. To re-elect Ms. Lung Yuet Kwan as an independent non-executive director of the Company.
3. To re-elect Mr. Hui Yat On as an independent non-executive director of the Company.
4. To re-elect Mr. Gu Zengcai as a non-executive director of the Company.
5. To re-elect Mr. Zhang Jian as an executive director of the Company.
6. To authorise the board of directors of the Company to fix the remuneration of directors of the Company.
7. To re-appoint Elite Partners CPA Limited as auditor of the Company and to authorise the board of directors to fix their remuneration.
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below of this resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding Treasury Shares, having the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 and as amended from time to time) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, such mandate is renewed, either unconditionally or subject to conditions, or (ii) revoked or varied by ordinary resolutions of the Shareholders in general meeting, whichever occurs first.”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

(a) subject to paragraph (c) of this resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company (including any sale and transfer of Treasury Shares) and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding Treasury Shares) on the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, such mandate is renewed, either unconditionally or subject to conditions, or (ii) revoked or varied by ordinary resolutions of the Shareholders in general meeting, whichever occurs first.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company (including any sale or transfer of Treasury Shares) pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 8 of the Notice, provided that such number of shares shall not exceed 10% of the total number of the issued shares of the Company (excluding Treasury Shares) as at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

11. **“THAT** subject to and conditional upon (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares (as defined below) in issue and to be issued upon the Capital Reduction (as defined below) and the Sub-division (as defined below) becoming effective; (ii) the Grand Court of the Cayman Islands (**“Court”**) granting an order confirming the Capital Reduction (if applicable); (iii) compliance with any conditions which the Court may impose in relation to the Capital Reduction (if applicable); (iv) the registration by the Registrar of Companies in the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction (if applicable) and the minute containing the particulars required under the Companies Act of the Cayman Islands with respect to the Capital Reduction; (v) compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Capital Reduction and the Sub-division; and (vi) the obtaining of all necessary approvals from any regulatory authority or otherwise which may be required in respect of the Capital Reduction and the Sub-division, with effect from the date on which the above conditions are fulfilled (the **“Effective Date”**):
- (a) the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.19 on each of the issued shares of the Company of par value HK\$0.20 each (the **“Shares”**) such that the par value of each issued Share will be reduced from HK\$0.20 to HK\$0.01 (the **“Capital Reduction”**);
 - (b) immediately following the Capital Reduction, each of the authorised but unissued Shares of par value HK\$0.20 each be sub-divided (the **“Sub-division”**) into twenty (20) unissued new shares of par value HK\$0.01 each (the **“New Shares”**), such New Shares to rank *pari passu* in all respects with each other and have the rights and privileges, and be subject to the restrictions, in respect of shares contained in the memorandum and articles of association of the Company;
 - (c) immediately following the Capital Reduction and the Sub-division, the authorised share capital of the Company be changed from HK\$300,000,000 divided into 1,500,000,000 Shares to HK\$300,000,000 divided into 30,000,000,000 New Shares;
 - (d) the credit arising from the Capital Reduction be applied towards offsetting the accumulated losses of the Company (the **“Accumulated Losses”**) as at the Effective Date and the balance of any such credit (if any) remaining after offsetting the Accumulated Losses be transferred to a distributable reserve account of the Company which may be utilised by the Company as the directors of the Company may deem fit and in any manner permitted under all applicable laws and the memorandum and articles of association of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (e) each director of the Company be is hereby authorised to do all such acts and things and execute (under hand or as a deed and, where appropriate, under the common seal of the Company) each such document, on behalf of the Company, as that director may consider necessary or expedient to give effect to, or in connection with, the Capital Reduction or the Sub-division.”

By Order of the Board
ArtGo Holdings Limited
Wu Jing
Chairman and Executive Director

Hong Kong, 24 May 2024

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Company’s Articles of Association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024 (both dates inclusive, four (4) business days in total) during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 11 June 2024.
5. Please refer to Appendix I to the circular of the Company, of which this notice forms part, for biographical details of Mr. Hui Yat On, Mr. Zhang Jian, Ms. Lung Yuet Kwan and Mr. Gu Zengcai.
6. In relation to proposed resolution numbered 8 above, please also refer to the explanatory statement, containing the information reasonably necessary to enable shareholders of the Company to make an informed decision as to whether to vote for or against the resolution, as set out in Appendix II to the circular of the Company, of which this notice forms part.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.

As at the date of this notice, the executive Directors are Mr. Gu Weiwen, Mr. Zhang Jian, Ms. Wu Jing and Mr. Wan Jian; the non-executive Director is Mr. Gu Zengcai; and the independent non-executive Directors are Ms. Lung Yuet Kwan, Mr. Hui Yat On and Mr. Zhai Feiquan.