
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Mining Holdings Limited**, 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 MINING HOLDINGS LIMITED

雅高礦業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3313)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at 23/F, Tower B, Haifu Center, 599 Sishui Road, Huli District, Xiamen, PRC on Friday, 27 February 2015 at 10 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the extraordinary general meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.artgo.cn).

Whether or not you are able to attend the extraordinary 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 extraordinary 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 extraordinary general meeting if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

30 January 2015

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	ArtGo Mining 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
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 23/F, Tower B, Haifu Center, 599 Sishui Road, Huli District, Xiamen, PRC on Friday, 27 February 2015 at 10 a.m., to consider and, if thought fit, approve the Proposed Change of Company Name, or any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “ArtGo Mining Holdings Limited” to “ArtGo Holdings Limited” with the Chinese name changing from “雅高礦業控股有限公司” to “雅高控股有限公司”
“Shares(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



ARTGO MINING HOLDINGS LIMITED

雅高礦業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3313)

Executive Directors:

Mr. Liu Chuanjia (*Chairman*)
Mr. Wu Wenzhen (*Chief Executive Officer*)
Mr. Li Dingcheng
Mr. Han Yingfeng

Non-executive Director:

Mr. Wu Yun

Independent Non-executive Directors:

Mr. Liu Jianhua
Mr. Wang Hengzhong
Mr. Jin Sheng

Registered Office:

PO Box 309, Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Principal Place of Business
in the PRC:*

23/F, Tower B, Haifu Center
599 Sishui Road
Huli District
Xiamen
PRC 361016

*Principal Place of Business
in Hong Kong:*

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

30 January 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolution to be proposed at the EGM for the approval of the Proposed Change of Company Name.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “ArtGo Mining Holdings Limited” to “ArtGo Holdings Limited” with the Chinese name of the Company changing from “雅高礦業控股有限公司” to “雅高控股有限公司”.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date of passing the special resolution approving the Proposed Change of Company Name. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

If the Proposed Change of Company Name becomes unconditional, the Company will make further announcement(s) as and when appropriate in relation to the effective date of the change of name of the Company and the new stock short name of the Company.

Reasons for the Proposed Change of Company Name

1. The Group is a branded marble producer with the largest marble mine and distribution network in China. The Company plans to fully extend its business model, from upstream of mining to a vertically-integrated operation which covers the whole industry-chain. The midstream refers to the self-owned processing plant which is located near the mine in Jiangxi Province, the PRC and is under construction; the downstream refers to all the current direct sale and distribution channels of the Company. As of 30 June 2014, the Company has engaged 94 distributors, covering 80 cities across 29 provinces and municipalities in the PRC. Our marble distribution network was the largest in the PRC. The Company plans to develop its e-commerce channel by tapping into the retail market in 2015, and will operate with a brand-oriented model with its marble resources as a backup to the business.
2. The “ArtGo” brand will be mainly used for premier construction project products to developers and constructors of major real-estate projects in the future.
3. The Company will commence to use a new brand in 2015 for selling its new products mainly to the retail market in the PRC, with a focus on the high-end affluent population, to provide them with diversified and standardized products, covering standard cut-to-size marble slabs, asymmetric slabs, bathroom and household products, as well as one-stop interior solutions.

LETTER FROM THE BOARD

4. The objective of the Group is to transform itself from a mineral company into a consumer goods company with a fashionable brand for household products, whilst keeping its upstream mining operation.

The Board considers that the Proposed Change of Company Name will provide a more accurate corporate identity and image for the Company, and better reflect its future business development and focus of the Group.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company. The existing certificates of securities in issue bearing the present name of the Company will, after the Proposed Change of Company Name becomes effective, continue to be evidence of title to such securities and the existing certificates of securities will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Should the Proposed Change of Company Name become effective, any new certificates of securities will be issued only in the new name of the Company.

EGM

A notice of the EGM is set out on pages 6 to 7 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://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 EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution as set out in the notice of the EGM to approve the Proposed Change of Company Name.

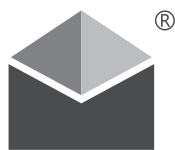
Yours faithfully,

For and on behalf of the Board
ArtGo Mining Holdings Limited

Liu Chuanjia

Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



ARTGO MINING HOLDINGS LIMITED

雅高礦業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3313)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of ArtGo Mining Holdings Limited (the “**Company**”) will be held at 23/F, Tower B, Haifu Center, 599 Sishui Road, Huli District, Xiamen, People’s Republic of China on Friday, 27 February 2015 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be and is hereby changed from “ArtGo Mining Holdings Limited” to “ArtGo Holdings Limited” with the Chinese name of the Company changing from “雅高礦業控股有限公司” to “雅高控股有限公司” with effect from the date of passing this special resolution, and that any one director of the Company be and is hereby authorized to do all such acts and things and execute and deliver all documents as he considers necessary, desirable or expedient in his role and absolute discretion for the implementation of and giving effect to the aforesaid change of the name of the Company and to attend to any registration and/or filing for and on behalf of the Company.”

By Order of the Board
ArtGo Mining Holdings Limited
Liu Chuanjia
Chairman and Executive Director

Hong Kong, 30 January 2015

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The resolution at the EGM 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 the 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 EGM is entitled to appoint more than one proxy (who must be an individual) 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 EGM 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 EGM 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 EGM, the Register of Members of the Company will be closed from Wednesday, 25 February 2015 to Friday, 27 February 2015 (both dates inclusive, 3 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 EGM, 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 — 16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 24 February 2015.