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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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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)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of the Company to be held at Tian & Di Room, Level 7, Landmark Mandarin Oriental, 15 Queen’s Road, Central, Hong Kong on Tuesday, 16 June 2015 at 10:30 a.m. is set out on pages 15 to 18 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](http://www.hkexnews.hk)) and the Company ([www.artgo.cn](http://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.

29 April 2015



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## DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Tian & Di Room, Level 7, Landmark Mandarin Oriental, 15 Queen’s Road, Central, Hong Kong Tuesday, 16 June 2015 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 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;
“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;
“close associates”	has the meaning ascribed thereto under the Listing Rules;
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“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;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	22 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

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## DEFINITIONS

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“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;
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company 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 15 to 18 of this circular;
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company 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 15 to 18 of this circular;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.

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**LETTER FROM THE BOARD**

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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)**

*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

29 April 2015

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

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; and (ii) the granting to the Directors of the Share Repurchase Mandate and the Share Issue Mandate to repurchase Shares and to issue new Shares respectively.

### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84 of the Articles of Association, Mr. Li Dingcheng and Mr. Liu Jianhua shall retire by rotation at the Annual General Meeting and shall then be eligible for re-election.

In accordance with Article 83(3) of the Articles of Association, Mr. Han Yingfeng and Mr. Wu Wenzhen who were appointed as executive Directors during the period after the 2014 annual general meeting held on 28 May 2014, shall hold office until the Annual General Meeting and shall then be eligible for re-election.

All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Liu Jianhua, Mr. Wang Hengzhong and Mr. Jin Sheng, independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers Mr. Liu Jianhua, Mr. Wang Hengzhong and Mr. Jin Sheng are still independent in accordance with the independence guidelines as set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

Details of the retiring Directors are set out in Appendix I to this circular.

### 3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE AND ISSUE SHARES

At the annual general meeting of the Company held on 28 May 2014, 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 purchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued 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 15 to 18 of this circular (i.e. a total of 133,333,400 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);

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## LETTER FROM THE BOARD

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- (b) the granting of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued 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 15 to 18 of this circular (i.e. a total of 266,666,800 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 Mandate by an additional number representing such number of Shares repurchased under the Share Repurchase Mandate.

In addition, if the Board considers appropriate, the Share Issue Mandate may be utilized to settle the share awards as may be granted to eligible participants under the share award scheme adopted by the Company on 20 April 2015.

Each of the Share Repurchase Mandate and Share Issue Mandate, if granted, will continue in force until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date on which the Share Repurchase Mandate or the Share Issue Mandate, as the case may be, is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier.

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

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

#### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 15 to 18 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 Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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](http://www.hkexnews.hk)) and the Company ([www.artgo.cn](http://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

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## LETTER FROM THE BOARD

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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.

### 5. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and Share Issue Mandate are in the best interests of the Company and the Shareholders. 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  
**ArtGo Holdings Limited**  
**Liu Chuanjia**  
*Chairman and Executive Director*



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

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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

- (1) **Mr. HAN Yingfeng** (韓英峰先生), aged 44, is currently an executive Director and the general manager of the Company's production department, responsible for management and administration of the Group's processing and production business. Mr. Han joined our Group in June 2012, and has over 21 years of experience in sales and management. Prior to joining our Group, Mr. Han had been the general manager of Xiamen Yinhuo Culture Communication Limited\* (廈門市瑩火文化傳播有限公司) from December 2006 to May 2012. He has also worked as a manager and a deputy general manager of Xiamen Xinxiecheng Trading Limited\* (廈門新協成經貿有限公司) between June 1996 and October 2006, and was an assistant engineer of Xiamen Hualian Light Industrial Limited\* (廈門華聯輕工實業有限公司) in 1994. Mr. Han completed his undergraduate study in June 1992 in Xiamen Fisheries College (廈門水產學院) (now known as Fisheries College of Jimei University (集美大學水產學院)) majoring in mechanical manufacturing technology and equipment.

Save as disclosed above, Mr. Han does not hold any other position with the Group, nor has he held any directorships in other listed public companies in the three years prior to the Latest Practicable Date. Mr. Han does not have any relationship with other Directors, senior management, substantial or controlling Shareholders.

Mr. Han has entered into a service contract with our Company for an initial term of three years commencing from 11 July 2014 and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under the service contract, either party may terminate the contract at any time by giving to the other not less than three months' prior written notice. Mr. Han is entitled to an emolument of RMB180,000 and a Director's fee of HK\$1 per annum which are determined by the Board and may be adjusted as our remuneration committee thinks fit. Mr. Han is also entitled to bonus or other benefits subject to the recommendation of our remuneration committee. The remuneration of Mr. Han is determined with reference to his contributions, experience and relevant duties and responsibilities within the Company and performance of the Group.

As at the Latest Practicable Date, Mr. Han was interested in 2,000,001 underlying shares of our Company within the meaning of Part XV of the SFO by virtue of his interest in the Pre-IPO share options granted to him under the Pre-IPO share option scheme of the Company adopted on 9 December 2013, representing 0.15% of the existing issued share capital of the Company.

Save as disclosed above, there is no other matter concerning Mr. Han that needs to be brought to the attention of the Shareholders nor is Mr. Han involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

\* For identification purpose only

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

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- (2) **Mr. Wu Wenzhen** (吳文珍先生), aged 48, joined the Group on 16 October 2014 and is currently an executive Director, chief executive officer of our Company and the president of one of our subsidiaries. Prior to joining the Company, Mr. Wu has over 29 years of working and management experience and successively held the positions of officer, member and standing member of Guangze County Committee of Fujian Provincial Communist Youth League (共青團福建省光澤縣委) from 1985 to 1990, and staff member, deputy section chief, section chief, deputy division chief, division chief and head of sub-branch of Industrial and Commercial Bank of China Limited, Xiamen Branch from November 1990 to May 2014. Mr. Wu graduated from the party and political theory program for cadres (黨政理論幹部專修班) at the Philosophy Department of Xiamen University in July 1990 and from the foreign-related economy management correspondence course at the Party School of the Central Committee of the Communist Party of China in December 1997, and has been studying the executive master of business administration (EMBA) course at the School of Management of Xiamen University since 2010. Mr. Wu obtained the senior political worker (高級政工師) qualification in August 2003.

Save as disclosed above, Mr. Wu does not hold any other position with the Group, nor has he held any directorships in other listed public companies in the three years prior to the Latest Practicable Date. Mr. Wu does not have any relationship with other Directors, senior management, substantial or controlling Shareholders.

Mr. Wu has entered into a service contract with our Company for an initial term from 12 December 2014 to 15 October 2017 (both days inclusive) and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under the service contract, either party may terminate the contract at any time by giving to the other not less than three months' prior written notice. Mr. Wu is entitled to an emolument of RMB720,000 and a Director's fee of HK\$1 per annum which are determined by the Board and may be adjusted as our remuneration committee thinks fit. Mr. Wu is also entitled to bonus or other benefits subject to the recommendation of our remuneration committee. The remuneration of Mr. Wu is determined with reference to his contributions, experience and relevant duties and responsibilities within the Company and performance of the Group.

As at the Latest Practicable Date, Mr. Wu was not interested or deemed to be interested in the shares or underlying shares of our Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter concerning Mr. Wu that needs to be brought to the attention of the Shareholders nor is Mr. Wu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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

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- (3) **Mr. LI Dingcheng** (李定成先生), aged 52, is currently an executive Director and the manager of geology, production and environmental safety of our Group. He joined our Group on 2 March 2012 and is mainly responsible for overseeing production safety in the Yongfeng Mine, compiling mining geological studies and evaluating mining policies. Mr. Li has over 25 years of experience in the mineral and geological exploration industry, with a particular focus on mine safety evaluation and management, based on his site visits of various mines, and understanding and analysis of the exploration and extraction process. Mine safety and environmental evaluation is an indispensable process for mine exploration and extraction and requires a concrete and substantial understanding of the techniques and procedures of mine exploration and extraction. Prior to joining our Company, from 1985 to December 2000, Mr. Li had worked as an assistant engineer, engineer, senior engineer and the project leader of Geological Engineering Investigation Institute of National Building Materials Bureau, where he was responsible for the inspection, exploration planning and evaluation of various mineral resources including marbles and granite, the environmental impact evaluation on mines and cement factory construction projects, including a detailed review and analysis on marble mines and writing a report named The Manual on Chinese National Marble and Granite Decorative Stone Resources Distribution and Forecast Atlas. From February 2003 to June 2006, Mr. Li was the technical manager of the Environmental Impact and Safety Evaluation Centre of the Sino-African Geological Engineering Exploration Research Institute, where he was responsible for conducting safety assessment for outdoor and underground mining sites, including the review and assessment of mining exploration and extraction processes. For the evaluation of safety and the environmental impact of each mine, Mr. Li generally had to spend a period spanning from three to twelve months conducting site visits at the relevant mine, where he would study the characteristics of the mine and analyze the workflow of the exploration and extraction processes before devising a technical mining exploration and extraction proposal in compliance with the relevant laws and regulations. From August 2006 to December 2008, Mr. Li was a project manager at the Environmental Impact Evaluation Centre of China Research Academy of Environmental Sciences, where he was responsible for matters relating to environmental impact evaluation and planning of mines, which covered an analysis of the daily operation of mines and how the mining exploration and extraction process impacts on the environment. In carrying out such analysis, Mr. Li conducted site visits at the mines to inspect the characteristics of the mines, studied the workflow of the exploration and extraction processes, designed proposals to implement mining exploration and extraction activities in compliance with the relevant laws and regulations. From December 2008 and February 2010, he was the chief engineer and technical leader of the environmental impact assessment department and the person-in-charge of the safety assessment department in Beijing Zhong'an Quality Assessment Center, where he was responsible for the environmental evaluation of mines, which covered an analysis of the daily operation of mines and how the mining exploration and extraction process impacts on the surrounding environment. From February 2010 to February 2012, Mr. Li worked as the chief engineer, the technical director of No. 2 evaluation department and the manager of the projects department in Century Safety Technology Co., Ltd (Beijing), where he was responsible for the safety evaluation of marble and granite quarries, which entailed a detailed review and analysis of the marble and granite exploration and extraction process. In carrying out such review and analysis, Mr. Li conducted site visits at the marble and granite mines to inspect the characteristics of the mines, and monitored the workflow of the exploration and extraction processes. Mr. Li graduated from Chengdu College of Geology

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

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(currently known as Chengdu University of Technology) with a bachelor's degree in engineering in July 1985, majoring in geology and mineral resources survey. Mr. Li was awarded the title of senior engineer in 1998. He is currently a certified safety engineer in the PRC. Mr. Li also has substantial achievement in stone theoretical research. Mr. Li received several awards on the research of stone theory. The project named PRC Natural Marble, Granite Resources and Research, which was led by Mr. Li, was awarded the second prize of 1992 yearly scientific and technological progress issued by China Construction Materials and Geological Prospecting Center. He also published the article named PRC Natural Marble, Decorative Granite Stone Resources Forecast and Analysis during the Third National Youth Geologists Symposium.

Save as disclosed above, Mr. Li does not hold any other position with the Group, nor has he held any directorships in other listed public companies in the three years prior to the Latest Practicable Date. Mr. Li does not have any relationship with other Directors, senior management, substantial or controlling Shareholders.

Mr. Li has entered into a service contract with our Company for an initial term of three years commencing from 30 December 2013 and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under the service contract, either party may terminate the contract at any time by giving to the other not less than three months' prior written notice. Mr. Li is entitled to an emolument of RMB292,000 and a Director's fee of HK\$1 per annum which are determined by the Board and may be adjusted as our remuneration committee thinks fit. Mr. Li is also entitled to bonus or other benefits subject to the recommendation of our remuneration committee. The remuneration of Mr. Li is determined with reference to his contributions, experience and relevant duties and responsibilities within the Company and performance of the Group.

As at the Latest Practicable Date, Mr. Li was not interested or deemed to be interested in the shares or underlying shares of our Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter concerning Mr. Li that needs to be brought to the attention of the Shareholders nor is Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

- (4) **Mr. LIU Jianhua** (劉建華先生), aged 50, was appointed as an independent non-executive Director on 9 December 2013. Mr. Liu is also a member of the audit committee and nomination committee of the Company. Mr. Liu has over 18 years of experience in managing construction projects involving glass and stones. From 1985 to 1990, Mr. Liu was an assistant engineer and subsequently an engineer of National Building Material Bureau Technology Information Institute. From 1990 to 2006, he was the vice secretary-general, secretary-general and vice president of China Architectural and Industrial Glass Association, respectively. Since 2006, Mr. Liu has served as the vice president of China Stone Material Association. Since 2010, he has been

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

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an independent non-executive director of Zhuzhou Kibing Group Stock Co., Ltd., a company listed on the main board of Shanghai Stock Exchange (stock code: 601636). Mr. Liu graduated from East China University of Science and Technology with a bachelor's degree in engineering in July 1985. He obtained the qualification of senior engineer from SASAC in October 2009.

Save as disclosed above, Mr. Liu does not hold any other position with the Group, nor has he held any directorships in other listed public companies in the three years prior to the Latest Practicable Date. Mr. Liu does not have any relationship with other Directors, senior management, substantial or controlling Shareholders.

Mr. Liu has signed an appointment letter with our Company for an initial term of three years commencing from 30 December 2013 and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under the appointment letter, either party may terminate the appointment letter at any time by giving to the other not less than three months' prior written notice. Mr. Liu is entitled to an annual Director's fee of HK\$150,000.

As at the Latest Practicable Date, Mr. Liu was not interested or deemed to be interested in the shares or underlying shares of our Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter concerning Mr. Liu that needs to be brought to the attention of the Shareholders nor is Mr. Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,333,334,000 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 authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total number of 133,333,400 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 Memorandum and 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 2014) 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:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April 2014	2.000	1.690
May 2014	1.890	1.640
June 2014	2.020	1.850
July 2014	2.010	1.860
August 2014	2.050	1.770
September 2014	1.950	1.750
October 2014	1.930	1.710
November 2014	1.920	1.750
December 2014	1.930	1.770
January 2015	1.880	1.670
February 2015	1.710	1.340
March 2015	1.480	1.230
April 2015 ( <i>up to the Latest Practicable Date</i> )	1.700	1.180

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors or any of their respective close associates has 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.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Liu Investment Development Holdings Group Limited ("Liu's Group"), a substantial Shareholder, was interested in 678,127,548 Shares representing approximately 50.86% of the total issued share capital of the Company. Mr. Liu Chuanjia is the sole beneficial owner of Liu's Group. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, (if the present shareholdings otherwise remain the same) the interests of Liu's Group would be increased to approximately 56.51% of the issued share capital of the Company. Such increase would not give rise to an obligation of Liu's Group to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and do not propose or intend to repurchase Shares which could result in the amount of Shares held by the public being reduced to less than 25%.

**8. REPURCHASE OF SHARES MADE BY THE COMPANY**

There was no repurchase by the Company of the Shares during the six months prior to the Latest Practicable Date.



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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of ArtGo Holdings Limited (the “Company”) will be held at Tian & Di Room, Level 7, Landmark Mandarin Oriental, 15 Queen’s Road, Central, Hong Kong on Tuesday, 16 June 2015 at 10:30 a.m. for the following purposes:

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 2014.
2. To re-elect Mr. Han Yingfeng as an executive director of the Company.
3. To re-elect Mr. Wu Wenzhen as an executive director of the Company.
4. To re-elect Mr. Li Dingcheng as an executive director of the Company.
5. To re-elect Mr. Liu Jianhua as an independent non-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 Ernst & Young as auditor of the Company and to authorize the board of directors to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 purchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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 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 authorize 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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
  - (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 on the date of passing of this resolution and the said mandate shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“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 recognized regulatory body or any stock exchange).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 pursuant to such general mandate of the number of shares purchased 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 as at the date of passing of this resolution.”

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

Hong Kong, 29 April 2015

*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 (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 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 Friday, 12 June 2015 to Tuesday, 16 June 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 annual general meeting, 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 Thursday, 11 June 2015.