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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)

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

A notice convening the Annual General Meeting of the Company to be held at 23/F, Tower B, Haifu Center, 599 Sishui Road, Huli District, Xiamen, Fujian Province, People’s Republic of China on Wednesday, 25 May 2016 at 10:00 a.m. is set out on pages 16 to 19 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.

22 April 2016

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DEFINITIONS

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 23/F, Tower B, Haifu Center, 599 Sishui Road, Huli District, Xiamen, Fujian Province, People’s Republic of China, Wednesday, 25 May 2016 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 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”	18 April 2016, 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;
“Liu’s Group”	Liu Investment Development Holdings Group Limited, a substantial shareholder of the Company;

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“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 10 of the notice of the Annual General Meeting as set out on pages 16 to 19 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 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 16 to 19 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.

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:

Mr. Liu Chuanjia (*Chairman*)
Mr. Gu Weiwen (*Chief Executive Officer*)
Mr. Zhang Jian
Ms. Wu Jing
Mr. Li Dingcheng

Independent Non-executive Directors:

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

Registered Office:

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

*Principal Place of Business
in the PRC:*

23/F, Tower B
Haifu Center
No. 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

22 April 2016

To the Shareholders

Dear Sir/Madam,

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

LETTER FROM THE BOARD

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 Shares respectively.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84 of the Articles of Association, Mr. Liu Chuanjia and Mr. Jin Sheng 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. Gu Weiwen, Mr. Zhang Jian and Ms. Wu Jing who were appointed as executive Directors during the period after the 2015 annual general meeting held on 16 June 2015, 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 MANDATES TO REPURCHASE AND ISSUE SHARES

At the annual general meeting of the Company held on 16 June 2015, 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 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 16 to 19 of this circular (i.e. a total of 159,333,400 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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- (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 10 of the notice of the Annual General Meeting as set out on pages 16 to 19 of this circular (i.e. a total of 318,666,800 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 16 to 19 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) 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

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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

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. LIU Chuanjia**, aged 38, became the founder of our Group in 2011 and is currently an executive Director and Chairman of the Board of our Group (“Chairman”). Mr. Liu is also the chairman of the nomination committee and a member of remuneration committee of the Company. Mr. Liu has over 14 years of experience in the stone trading industry and over seven years of experience in the stone sculpting industry. Since 2011, Mr. Liu has been mainly responsible for our Group’s strategic planning and overall operation, including mining, sales and productivity expansion, reviewing and analyzing mineral exploration reports and feasibility reports, procuring mining, equipment and recruiting geology and mining experts. From 1992 to 1998, Mr. Liu worked as stone designer and sculptor at Hui’an Hailong Stone Carving Factory and Fujian Tengfei Ancient Architecture Landscape Co., Ltd., mainly responsible for design and carving of stone into sculpture. From 1999 to 2004, Mr. Liu operated the import and export of marble and granite jointly with Xiamen Sharing Metals & Minerals Import and Export Co., Ltd., and was mainly responsible for liaising with customers in Japan, Germany and the United States and collecting information on domestic stones. Mr. Liu was the executive director and general manager of Xiamen Zhonglianfa Import and Export Co., Ltd. from December 2004 to August 2012. During his tenure in Xiamen Zhonglianfa Import and Export Co., Ltd., Mr. Liu visited the mines and explored the stone industry in Japan, South Africa and Brazil and exported stone products including marbles to the United States, Canada, Turkey, Japan and South Korea. In 2008, Mr. Liu was elected as a permanent member of the second session of the Youth Committee of the Fujian Federation of Returned Overseas Chinese. In 2009, he was elected as the deputy chairman of the third session of the Youth Committee of the Fujian Federation of Returned Overseas Chinese. In 2012, Mr. Liu was the permanent member of the first session of the Fujian Federation of Overseas Chinese Entrepreneurs and a standing member of the third session of the council of Fujian Stone Industry Association. Since April 2013, he has been attending the executive leadership programme on management of small-to-medium enterprises organized by the Ministry of Industry and Information Technology at School of Management of Xiamen University.

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 entered into a service contract with the 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 by giving to the other not less than three months' prior written notice. Mr. Liu is entitled to an emolument of RMB405,000 and a Director's fee of HK\$1 per annum which are determined by the Board and may be adjusted if the remuneration committee of the Company (the "Remuneration Committee") thinks fit. Mr. Liu is also entitled to bonus or other benefits upon the recommendation of the Remuneration Committee. The remuneration of Mr. Liu is determined with reference to his contributions, experience and relevant duties and responsibilities within the Company and performance of the Group.

Mr. Liu is the sole beneficial owner of Liu's Group. As such, as at the Latest Practicable Date, Mr. Liu is deemed to be interested in 526,000,000 Shares held by Liu's Group, 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.

- (2) **Mr. GU Weiwen (顧偉文)**, aged 46, has been appointed as an executive Director and the Chief Executive Officer on 9 March 2016. Mr. Gu has nearly 26 years' experience in trading, investment and financing. Prior to joining the Group, Mr. Gu served as the wholesale executive of Shanghai Textiles Ltd.* (上海紡織品總公司) from July 1990 to July 1992. From August 1992 to September 1994, Mr. Gu served as the manager of the apparel department of Orient Shopping Center Ltd.* (上海東方商廈有限公司). From October 1994 to October 2000, Mr. Gu served as the general manager of Shanghai Huifeng Textile Group Ltd.* (上海惠豐毛紡織集團有限公司). From January 2001 to October 2011, Mr. Gu served as the general manager of Chengdu Runheng Investment Ltd.* (成都潤衡投資有限公司). From October 2011 to February 2016, Mr. Gu served as assistant to the chairman of China Dredging Environment Protection Holdings Limited (stock code: 871), a company listed on the Stock Exchange. Mr. Gu obtained the diploma from Commerce College of the Shanghai University (上海大學商學院) (now known as School of Economics, the Shanghai University) majoring in trading economics in July 1990. In 1991, Mr. Gu obtained the qualification as economic analyst as confirmed by the appraisal committee after the discussion by the vocation reform office of Shanghai Textiles Ltd.* (上海紡織品公司). In 1993, Mr. Gu obtained the qualification as an assistant economic analyst as confirmed by the appraisal committee for junior occupational positions of Shanghai Huifeng Textile Group Ltd.* (上海東方商廈有限公司).

* For identification purposes only

Save as disclosed above, Mr. Gu 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. Gu does not have any relationship with other Directors, senior management, substantial or controlling Shareholders.

Mr. Gu has entered into a service contract with the Company for an initial term of three years commencing from 9 March 2016 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 by giving to the other not less than three months' prior written notice. Mr. Gu is entitled to an emolument of RMB456,000 and a Director's fee of HK\$1 per annum which are determined by the Board and may be adjusted if the Remuneration Committee thinks fit. Mr. Gu is also entitled to annual bonus or other benefits upon recommendation of the Remuneration Committee. The remuneration of Mr. Gu 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. 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 SFO.

Save as disclosed above, there is no other matter concerning Mr. Gu that needs to be brought to the attention of the Shareholders nor is Mr. Gu 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.

- (3) **Mr. ZHANG Jian (張健)**, aged 41, has been appointed as an executive Director on 9 March 2016 and is currently the deputy general manager of the Company and the general manager of the marble production and processing department and international sales department of the Company, where he is responsible for mine production management, marble processing and production and operations management and international sales management of the Group. Mr. Zhang joined the Group in October 2012 and has nearly 15 years' experiences in stone exploitation, stone processing, quality control and international trade of stone. Prior to joining the Group, Mr. Zhang served at unit 32525 of the People's Liberation Army of the People's Republic of China in Xiamen (廈門中國人民解放軍32525部隊) from December 1993 to December 1997. From March 2003 to March 2006, he served as a procurement officer of Best Cheer Stone Group Ltd.* (高時石材集團有限公司). From March 2006 to October 2012, he served as the procurement manager of Xiamen Zhonglianfa Import and Export Co., Ltd.* (廈門中聯發進出口有限公司).

Save as disclosed above, Mr. Zhang 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. Zhang does not have any relationship with other Directors, senior management, substantial or controlling Shareholders.

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Mr. Zhang has entered into a service contract with the Company for an initial term of three years commencing from 9 March 2016 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 by giving to the other not less than three months' prior written notice. Mr. Zhang is entitled to an emolument of RMB240,000 and a Director's fee of HK\$1 per annum which are determined by the Board and may be adjusted if the Remuneration Committee thinks fit. Mr. Zhang is also entitled to annual bonus or other benefits upon recommendation of the Remuneration Committee. The remuneration of Mr. Zhang 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. Zhang 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 SFO.

Save as disclosed above, there is no other matter concerning Mr. Zhang that needs to be brought to the attention of the Shareholders nor is Mr. Zhang 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) **Ms. WU Jing (伍晶)**, aged 30, has been appointed as an executive Director on 9 March 2016 and is currently the vice president of the Company. Ms. Wu is responsible for promotion and marketing affairs of the Company. Ms. Wu has 6 years' experience in corporate brand management. In 2010, Ms. Wu founded a management consulting firm, which provided consultancy services in relation to brand promotion, sales and public relations to the local and overseas organizations and corporations since February 2010, including but not limited to Information Services Department of The Government of the Hong Kong Special Administrative Region of the People's Republic of China, Hong Kong Tourism Board, Standard Chartered Bank (Hong Kong) Limited, Hang Seng Bank Limited, DTZ Holdings PLC, Sinopec (Hong Kong) Limited, Suning Commerce Group Co., Ltd, Powerchina Resources Ltd.. In June 2008, Ms. Wu obtained her bachelor's degree in biological technology from Wuhan University. She then obtained her master of science degree in environmental engineering from the Hong Kong University of Science and Technology and her master degree in industrial engineering and logistics management from the University of Hong Kong in November 2009 and November 2010, respectively. In 2015, she was awarded the "Ten Outstanding New Hong Kong Young Persons (十大傑出新香港青年)". She is currently the standing director of Jiangsu Women Association* (江蘇聯會婦女會) and the director of Jiangsu Youth Association* (江蘇青年總會).

* For identification purposes only

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

Ms. Wu has entered into a service contract with the Company for an initial term of three years commencing from 9 March 2016 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 by giving to the other not less than three months' prior written notice. Ms. Wu is entitled to an emolument of RMB240,000 and a Director's fee of HK\$1 per annum which are determined by the Board and may be adjusted if the Remuneration Committee thinks fit. Ms. Wu is also entitled to annual bonus or other benefits upon recommendation of the Remuneration Committee. The remuneration of Ms. Wu is determined with reference to her contributions, experience and relevant duties and responsibilities within the Company and performance of the Group.

As at the Latest Practicable Date, Ms. Wu 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 SFO.

Save as disclosed above, there is no other matter concerning Ms. Wu that needs to be brought to the attention of the Shareholders nor is Ms. 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.

- (5) **Mr. JIN Sheng (金勝)**, aged 56, was appointed as an independent non-executive Director on 9 December 2013. Mr. Jin is also the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Company. Mr. Jin has over 17 years of experience in banking and finance. He was the director and deputy director, respectively, of the credit card business department, director of the credit card business center of Industrial and Commercial Bank of China Xiamen branch from September 1997 to April 2001, vice president of Xiamen Industrial and Commercial Bank of China from June 2001 to April 2007, specialist of Industrial and Commercial Bank of China Co., Ltd. Tianjin Internal Audit Bureau from April 2007 to October 2007, president of Xiamen Industrial and Commercial Bank of China from October 2007 to November 2011 and vice president of Industrial and Commercial Bank of China Fujian branch from November 2011 to May 2012. Since January 2012, Mr. Jin has served as the president of Fengrun Financial Holding Group Ltd.. Mr. Jin graduated from Xiamen University with a master's degree in senior management business administration in June 2012. He obtained the qualification of senior accountant from the Industrial and Commercial Bank of China in August 1999.

Save as disclosed above, Mr. Jin 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. Jin does not have any relationship with other Directors, senior management, substantial or controlling Shareholders.

Mr. Jin has signed an appointment letter with the 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 by giving to the other not less than three months' prior written notice. Mr. Jin is entitled to an annual Director's fee of HK\$150,000.

As at the Latest Practicable Date, Mr. Jin was interested in 110,000 Shares of the Company within the meaning of Part XV of the SFO, representing 0.007% of the existing issued share capital of the Company.

Save as disclosed above, there is no other matter concerning Mr. Jin that needs to be brought to the attention of the Shareholders nor is Mr. Jin 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 1,593,334,000 Shares.

Subject to the passing of the ordinary resolution set out in item 9 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 159,333,400 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 2015) 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\$
April 2015	1.970	1.180
May 2015	1.860	1.550
June 2015	1.890	1.410
July 2015	1.970	1.300
August 2015	1.900	1.420
September 2015	1.750	1.300
October 2015	1.600	1.230
November 2015	1.400	1.100
December 2015	1.630	1.080
January 2016	1.580	1.180
February 2016	1.330	0.960
March 2016	1.120	0.940
April 2016 (<i>up to the Latest Practicable Date</i>)	0.980	0.740

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.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Liu's Group was interested in 526,000,000 Shares representing approximately 33.01% of the 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 36.68% 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.

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 23/F, Tower B, Haifu Center, 599 Sishui Road, Huli District, Xiamen, Fujian Province, People’s Republic of China on Wednesday, 25 May 2016 at 10:00 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 2015.
2. To re-elect Mr. Liu Chuanjia as an executive director of the Company.
3. To re-elect Mr. Gu Weiwen as an executive director of the Company.
4. To re-elect Mr. Zhang Jian as an executive director of the Company.
5. To re-elect Ms. Wu Jing as an executive director of the Company.
6. To re-elect Mr. Jin Sheng as an independent non-executive director of the Company.
7. To authorise the board of directors of the Company to fix the remuneration of directors of the Company.
8. To re-appoint Ernst & Young as auditor of the Company and to authorize the board of directors to fix their remuneration.
9. 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 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 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.”
10. 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;
 - (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 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 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).”

NOTICE OF ANNUAL GENERAL MEETING

11. 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 9 and 10 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 10 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 repurchased by the Company pursuant to the mandate referred to in resolution set out in item 9 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, 22 April 2016

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 Monday, 23 May 2016 to Wednesday, 25 May 2016 (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, 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 Friday, 20 May 2016.