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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)**

### **SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

**Financial Adviser**



**Euto Capital Partners Limited**

On 30 January 2018 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditionally agreed to subscribe for 47,000,000 Subscription Shares at the Subscription Price of HK\$0.776 per Subscription Share.

The Subscription Shares represent (i) approximately 2.09% of the existing issued share capital of the Company as of 2,246,374,885 Shares at the date of this announcement; and (ii) approximately 2.05% of the enlarged issued share capital of the Company as of 2,293,374,885 Shares immediately following the Completion, assuming that there will be no change in the issued share capital of the Company (other than the issue of the Subscription Shares) between the date of this announcement and the Completion.

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

## **INTRODUCTION**

On 30 January 2018 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditionally agreed to subscribe for 47,000,000 Subscription Shares at the Subscription Price of HK\$0.776 per Subscription Share.

## **THE SUBSCRIPTION AGREEMENT**

Date: 30 January 2018

Parties: (i) the Company as issuer

(ii) the Subscriber

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner(s) are Independent Third Party. Based on the information provided to the Company, the Subscriber is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holdings. Immediately upon completion of the Subscription, the Subscriber will own approximately 2.16% of the Shares as enlarged by the allotment and issuance of the Subscription Shares.

### **Subject matter**

Pursuant to the Subscription Agreement, subject to the fulfillment of the condition referred to in the paragraph headed “Condition of the Subscription” below, the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue the Subscription Shares at the Subscription Price.

### **The Subscription Shares**

The Subscription Shares represent (i) approximately 2.09% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 2.05% of the enlarged issued share capital of the Company immediately following the Completion, assuming that there will be no change in the issued share capital of the Company (other than the issue of the Subscription Shares) between the date of this announcement and the Completion.

### **Ranking of the Subscription Shares**

The Subscription Shares will be issued free from all encumbrances together with all rights attaching to them, including the right to receive all dividends declared and will rank pari passu with all other issued Shares in all respects as at the date of issue.

## **The Subscription Price**

The Subscription Price of HK\$0.776 per Subscription Share represents:

- (i) a premium of approximately 3.47% to the closing price of HK\$0.75 per Share as quoted on the Stock Exchange, on 30 January 2018, being the Last Trading Day;
- (ii) an average closing price of HK\$0.776 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the Last Trading Day; and
- (iii) a discount of approximately 3.60% over the average closing price of approximately HK\$0.805 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days immediately prior to the Last Trading Day.

The Subscription Price was arrived at after arm's length negotiations between the Company and the Subscriber with reference to the recent trading performance of the Shares. The Directors consider that the Subscription Agreement is entered into on normal commercial terms after arm's length negotiations between the Company and the Subscriber and that the terms of the Subscription Agreement (including the Subscription Price) are fair and reasonable so far as the interests of the Company and the Shareholders as a whole are concerned.

## **Condition of the Subscription**

Completion of the Subscription is conditional on, among others, the listing of and permission to deal in the Subscription Shares being granted by the Listing Committee of the Stock Exchange (and such permission and listing not subsequently being revoked prior to the delivery of definitive share certificate(s) representing the Subscription Shares).

The Company and the Subscriber shall use their respective best endeavours to procure the fulfillment of the above condition and in particular, shall furnish such information, supply such documents, give such undertakings and do all such acts and things as may reasonably be required in connection with the fulfillment of the above condition.

The Company will apply to the Listing Committee for listing of and permission to deal in the Subscription Shares. The Subscription Agreement does not provide for any party to waive the above condition.

If the above condition is not satisfied on or before 31 March 2018 or such later date as may agreed between the Company and the Subscriber, the Subscription Agreement shall terminate and none of the parties to the Subscription Agreement shall have any claim against the other for costs, damages, compensation or otherwise.

## **Completion**

Subject to the fulfillment of the above condition, completion of the Subscription shall take place at 11:00 a.m. (Hong Kong time) on the Completion Date or such other time as the Company and the Subscriber may agree at the place agreed between the Company and the Subscriber.

## **GENERAL MANDATE TO ISSUE THE SUBSCRIPTION SHARES**

The Subscription Shares will be allotted and issued under the General Mandate granted to the Directors by a resolution of the Shareholders passed at the AGM subject to the limit of up to 20% of the issued share capital of the Company as at the date of the AGM (i.e. 382,266,800 Shares, representing 20% of 1,911,334,000 Shares in issue as at the date of the AGM). Up to the date of this announcement, an aggregate of 335,040,885 Shares have been allotted and issued under the General Mandate. The issue and allotment of the 47,000,000 Subscription Shares will utilize approximately 12.30% of the General Mandate. As such, the issue of the Subscription Shares is not subject to Shareholders' approval.

## **APPLICATION FOR LISTING**

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

## **REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS**

The Company is an investment holding company, the Group mainly engages in (i) mining, processing, trading and sales of marble stones and limestone and (ii) trading of commodities.

The Directors are of the view that the Subscription can strengthen the financial position of the Group and provide additional working capital to the Group to meet any future development and obligations. The Subscription also represents good opportunities to broaden the shareholders' base and the capital base of the Company

As disclosed above, the net proceeds will be approximately HK\$36.4 million. It is expected that the net proceeds from the Subscription will be utilised for general working capital and financing any potential investment opportunities of the Group that may arise from time to time.

The Directors consider that the Subscription Agreement is entered into on normal commercial terms after arm's length negotiations between the Company and the Subscriber and that the terms of the Subscription Agreement (including the Subscription Price) are fair and reasonable so far as the interests of the Company and the Shareholders as a whole are concerned.

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 2,246,374,885 Shares in issue. The following chart sets out the shareholding structure of the Company, assuming there are no other changes to the issued share capital of the Company, (i) as at the date of this announcement; and (ii) immediately upon the completion of the Subscription:

Shareholders	As at the date of this announcement		Immediately upon completion of the Subscription	
	Number of Shares	Approximate percentage (%)	Number of Shares	Approximate percentage (%)
Wu Jing (Note)	569,332,840	25.35	569,332,840	24.82
China Marble Investment Holdings Limited	231,872,452	10.32	231,872,452	10.11
Shanghai Jihua Logistics Limited (*上海際華物流有限公司)	190,000,000	8.46	190,000,000	8.28
Wang Jiangze	260,000,000	11.57	260,000,000	11.34
Qiu Yin	168,692,160	7.51	168,692,160	7.36
Sun Haocheng	140,678,000	6.26	140,678,000	6.13
China First Capital Group Limited	126,096,000	5.61	126,096,000	5.50
The Subscriber	2,527,000	0.12	49,527,000	2.16
Public shareholders	557,176,433	24.80	557,176,433	24.30
<b>Total</b>	<b><u>2,246,374,885</u></b>	<b><u>100.00</u></b>	<b><u>2,293,374,885</u></b>	<b><u>100.00</u></b>

Note: Wu Jing is an executive Director.

## EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE-MONTH PERIOD IMMEDIATELY PRECEDING THE DATE OF THIS ANNOUNCEMENT

During the past 12 months immediately preceding the date of this announcement, the Company has conducted the following equity fund raising activities:

Date of announcement	Date of completion	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds
3 July 2017 and 24 July 2017	24 July 2017	Placing of 159,300,000 Shares at HK\$1.00 under General Mandate	HK\$156.8 million	Financing any investment opportunities of the Group	Capital investment in a subsidiary

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

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 23 May 2017
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday or Sunday) on which banks in Hong Kong are open for business
“Company”	ArtGo Holdings Limited (雅高控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange (Stock Code: 3313)
“Completion”	completion of the Subscription pursuant to the terms and conditions of the Subscription Agreement
“Completion Date”	within five (5) Business Days following the fulfillment of the condition in respect of Subscription Agreement
“Directors”	directors of the Company
“General Mandate”	the general mandate which was granted to the Directors pursuant to an ordinary resolution passed at the Company’s annual general meeting on 23 May 2017 to issue and allot up to 382,266,800 Shares, representing 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party who is independent of, and not connected with the Directors, chief executive or substantial shareholders of each of the Company, its subsidiaries and their respective associates, in accordance with the Listing Rules
“Listing Committee”	has the meaning ascribed to it in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities
“Last Trading Day”	30 January 2018, being the last trading day of the Shares on the Stock Exchange prior to the release of this announcement

“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, Macau and Taiwan)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Accomplishment Plus Limited, being a limited liability company incorporated in British Virgin Islands, an Independent Third Party
“Subscription”	the subscription of the Subscription Shares by the Subscriber pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 30 January 2018 entered into between the Company and the Subscriber, pursuant to which the Company agreed to issue and allot and the Subscriber agreed to subscribe for 47,000,000 Subscription Shares for an aggregate consideration of HK\$36.4 million in cash
“Subscription Price”	HK\$0.776 per Subscription Share
“Subscription Share(s)”	47,000,000 new Shares to be allotted and issued by the Company to the Subscriber pursuant to the Subscription Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By order of the Board  
**Artgo Holdings Limited**  
**Wu Jing**  
*Chairman and Executive Director*

Hong Kong, 30 January 2018

*As at the date of this announcement, the executive Directors are Mr. Gu Weiwen, Mr. Zhang Jian, Ms. Wu Jing and Dr. Leung Ka Kit, the non-executive Director is Mr. Gu Zengcai, and the independent non-executive Directors are Ms. Zhang Xiaohan, Ms. Lung Yuet Kwan and Mr. Hui Yat On.*

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