
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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ARTGO HOLDINGS LIMITED

雅高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3313)

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
(3) PROPOSED REFRESHMENT OF
SHARE OPTION SCHEME MANDATE LIMIT
AND
(4) PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at Units 03–04, 20/F., Shanghai Shimao Tower, 55 Weifang West Road, Pudong New Area, Shanghai, People’s Republic of China at 10:00 a.m. on Wednesday, 30 June 2021 is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.artgo.cn).

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

28 May 2021

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DEFINITIONS

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

“2020 Annual Report”	the annual report of the Company for the financial year ended 31 December 2020 dispatched to the Shareholders on 28 April 2021;
“Annual General Meeting”	an annual general meeting of the Company to be held at Units 03–04, 20/F., Shanghai Shimao Tower, 55 Weifang West Road, Pudong New Area, Shanghai, People’s Republic of China, on Wednesday, 30 June 2021 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 AGM-1 to AGM-5 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“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;
“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;
“Companies Law”	the Companies Law (2020 Revision) of the Cayman Islands (as amended, modified or otherwise supplemental from time to time);
“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 all of 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”	26 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

DEFINITIONS

“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Option(s)”	the option(s) to subscribe for Shares on terms determined by the Directors pursuant to the Share Option Scheme and for the time being subsisting;
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit so that the Company may grant new Options to subscribe for new Shares representing in aggregate up to 10% of its issued share capital as at the date of the Annual General Meeting;
“RMB”	Renminbi, the lawful currency of the PRC;
“Scheme Mandate Limit”	the maximum number of Options that may be granted by the Company pursuant to the Share Option Scheme which initially shall not in aggregate exceed 10% of the number of Shares in issue at the time of Listing of the Company’s Shares in December 2013 and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the Refreshment of Scheme Mandate Limit by the Shareholders;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of Laws of Hong Kong;
“Share(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 AGM-1 to AGM-5 of this circular;
“Share Option Scheme”	existing share option scheme adopted by the Company on 9 December 2013;

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“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 8 of the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this circular;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules;
“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:

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

Non-Executive Director:

Mr. Gu Zengcai

Independent non-executive Directors:

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

Registered office:

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

*Principal Place of Business
in the PRC:*

Units 03–04, 20/F.
Shanghai Shimao Tower
55 Weifang West Road
Pudong New Area
Shanghai
People's Republic of China

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

*Principal Place of Business
in Hong Kong:*

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

28 May 2021

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
(3) PROPOSED REFRESHMENT OF
SHARE OPTION SCHEME MANDATE LIMIT
AND
(4) PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY
AND
(5) 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; (ii) the granting to the Directors of the Share Repurchase Mandate and the Share Issue Mandate to repurchase Shares and to issue Shares respectively; (iii) the Refreshment of Scheme Mandate Limit; and (iv) the re-appointment of auditor of the Company.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 83(3) of the Articles of Association, Mr. Wan Jian (an executive Director) and Mr. Zhai Feiquan (an independent non-executive Director) shall retire and, being eligible, they will offer themselves for re-election at the forthcoming Annual General Meeting of the Company.

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

Particulars of Mr. Wan Jian, Mr. Zhai Feiquan, Ms. Wu Jing and Mr. Gu Weiwen are set out in Appendix I to this circular.

Each of the independent non-executive Directors of the Company, has confirmed independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company (the “**Nomination Committee**”) is also responsible for, inter alia, assessing the independence of independent non-executive Directors. The Nomination Committee assessed and reviewed the individual independent non-executive Director’s annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that all independent non-executive Directors remained independent.

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

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

LETTER FROM THE BOARD

and length of services) set out in the diversity policy of the Company, and has taken the view that Mr. Wan Jian, Mr. Zhai Feiquan, Ms. Wu Jing and Mr. Gu Weiwen have been contributing to the Group effectively and are committed to their role as Directors.

The Board has accepted the recommendation by the Nomination Committee for recommending the Shareholders to re-elect Mr. Wan Jian, Mr. Zhai Feiquan, Ms. Wu Jing and Mr. Gu Weiwen as Directors at the Annual General Meeting. Each of them abstained from voting at the Board meeting regarding their nomination. The Board considers that the re-election of Mr. Wan Jian, Mr. Zhai Feiquan, Ms. Wu Jing and Mr. Gu Weiwen as Directors is in the best interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of their re-election at the Annual General Meeting.

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

At the annual general meeting of the Company held on 17 July 2020 and pursuant to ordinary resolutions of the Shareholders passed on 17 July 2020, 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 8 of the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this circular (i.e. a total of 412,876,750 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting);
- (b) the granting of the Share Issue 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 AGM-1 to AGM-5 of this circular (i.e. a total of 825,753,500 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.

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

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

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

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

4. PROPOSED REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT

Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

The Share Option Scheme was conditionally adopted by the Company on 9 December 2013 and came into effect on 30 December 2013. The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Group.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had granted 698,703,172 Options under the Share Option Scheme since its adoption. All options granted were vested immediately upon grant. Details of the Options granted under the Share Option Scheme are set out below:

Categories	Date of grant	Number of options			Held as at the Latest Practical Date	Exercise price HK\$	Exercisable period
		Granted	Exercised	Lapsed/ Cancelled			
1. Directors							
Wu Jing	4/1/2018	22,000,000	–	22,000,000	–	0.854	4/1/2018 to 3/1/2020
Gu Weiwen	4/1/2018	22,000,000	–	22,000,000	–	0.854	4/1/2018 to 3/1/2020
Zhang Jian	30/10/2018	22,000,000	–	22,000,000	–	0.399	30/10/2018 to 29/10/2020
Gu Zengcai	30/10/2018	1,800,000	–	1,800,000	–	0.399	30/10/2018 to 29/10/2020
Lung Yuet Kwan	30/10/2018	1,800,000	–	1,800,000	–	0.399	30/10/2018 to 29/10/2020
Hui Yat On	30/10/2018	1,800,000	–	1,800,000	–	0.399	30/10/2018 to 29/10/2020
Sub-total		<u>71,400,000</u>	<u>–</u>	<u>71,400,000</u>	<u>–</u>		
2. Former Directors							
Leung Ka Kit	4/1/2018	22,000,000	–	22,000,000	–	0.854	4/1/2018 to 3/1/2020
Zhang Xiaohan	30/10/2018	1,400,000	–	1,400,000	–	0.399	30/10/2018 to 29/10/2020
Sub-total		<u>23,400,000</u>	<u>–</u>	<u>23,400,000</u>	<u>–</u>		

LETTER FROM THE BOARD

Categories	Date of grant	Number of options			Held as at the Latest Practical Date	Exercise price HK\$	Exercisable period
		Granted	Exercised	Lapsed/ Cancelled			
3. Employees	4/1/2018	23,333,400	–	23,333,400	–	0.854	4/1/2018 to 3/1/2020
	30/10/2018	51,500,000	22,000,000	29,500,000	–	0.399	30/10/2018 to 29/10/2020
	14/1/2021	336,069,772	96,069,772	–	240,000,000	0.08	14/1/2021 to 13/1/2023
Sub-total		<u>410,903,172</u>	<u>118,069,772</u>	<u>52,833,400</u>	<u>240,000,000</u>		
4. Former Employees	4/1/2018	44,000,000	–	44,000,000	–	0.854	4/1/2018 to 3/1/2020
	30/10/2018	1,000,000	–	1,000,000	–	0.399	30/10/2018 to 29/10/2020
Sub-total		<u>45,000,000</u>	<u>–</u>	<u>45,000,000</u>	<u>–</u>		
5. Other non-employee grantees (Note 1)	30/10/2018	148,000,000	36,250,000	111,750,000	–	0.399	30/10/2018 to 29/10/2020
Sub-total		<u>148,000,000</u>	<u>36,250,000</u>	<u>111,750,000</u>	<u>–</u>		
Total:		<u>698,703,172</u>	<u>154,319,772</u>	<u>304,383,400</u>	<u>240,000,000</u>		

Note 1: all non-employee grantees were consultants of the Company.

For details of the grants of Options, please refer to the announcements of the Company dated 4 January 2018, 30 October 2018, and 14 January 2021.

The Share Option Scheme is established to recognize and acknowledge the contributions the eligible participants who had or may have made to our Group. It provides the eligible participants an opportunity to have a personal stake in our Company with the view to achieve the following objectives:

- (i) motivate the eligible participants to optimize their performance efficiency for the benefit of our Group; and

LETTER FROM THE BOARD

- (ii) attract and retain or otherwise maintain on-going business relationship with the eligible participants under the Share Option Scheme, whose contributions are or will be beneficial to the long-term growth of our Group.

Eligible participants of the Share Option Scheme include:

- (i) any full-time or part-time employees, executives, or officers of our Company or any of its subsidiaries;
- (ii) any Directors (including non-executive Directors and independent non-executive Directors) of our Company or any of its subsidiaries; and
- (iii) any advisers, consultants, suppliers, customers, and agents to our Company or any of its subsidiaries.

The overriding principle of granting the Options is based on the contributions to the Group, such grantees must have contributed or will contribute to the Group.

For the employees or the former employees whom have been granted with the Options, they include, amongst others, long-term serving employees of the Group such as functional controllers, department heads, general manager, factory managers of various members of the Group, as a reward to their outstanding performance and contributions to the Group in their respective roles.

The Company considers it is appropriate to grant Options to those persons who are non-employees of the Company (i.e. consultants and business associates etc.), but who have contributed on or may contribute to the success of the Group. The Company believes that the growth and development of the Group does not merely rely on the contributions from its employees and directors, but also requires the co-operation and contributions from other parties such as business advisers, consultants and experts from other industries, which falls outside the traditional employer-employee relationship and capable of bringing along special knowledge and business connections to the Group. These parties' participation to the businesses and operations of the Group contributes to the success and growth of the Group.

On 30 October 2018, the Company had granted an aggregate of 148,000,000 Options (details of movements are set out above) to seven non-employee grantees who were all consultants of the Company and had made contribution to the Group in various scopes including the followings:

- (i) introduced and promoted various business channels in relation to the Group's marble stone business;
- (ii) introduced and facilitated the successful acquisitions of different mining and logistics projects and provision of advices on the subsequent built-up of local working teams;
- (iii) introduced and provided advices in relation to loan and other debt financing in PRC; and

LETTER FROM THE BOARD

- (iv) introduced and providing advices with respect to PRC properties developers for deeper cooperation with the Group in promoting its existing business.

The Company considered that the granting of the Options to non-employee grantees is an appropriate means of achieving the Group's goal, and it is desirable for, and in the interest of the Company, as it will motivate and align the interests of such parties with those of the Group, in order to promote the Group's business by optimising these parties' performance and efficiency, and attract, retain or otherwise maintain good business relationships with such parties whose contributions are important to the long-term growth and profitability of the Group. Those non-employee grantees of the Options have rendered such services to contribute to the Group and thus warrants the granting of the Options at that material time and the Group may enjoy potential benefit from such services in the future, and even though their relationships with the Group is not on a continuing basis, it will not rule out any future cooperation with these grantees of the Options and utilise their services as and when appropriate. The Company considered that granting of the Options to these grantees was an appropriate way in recognizing their contributions.

The Board considers that the Refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole, so as to provide the Company with the flexibility of granting further Options under the Share Option Scheme and to provide incentives to, and recognise the contributions of, the Group's employees and other selected grantees aforementioned, which the Board considers to be in the interests of the Group.

To the best of the Directors' knowledge, information and belief, those grantees of the Options who are not employees to the Company, are third party independent of the Company and its connected persons (as defined in the Listing Rules) and their respective associate (as defined in the Listing Rules).

The grant of share options under the Share Option Scheme has been refreshed at the annual general meeting of the Company held on 17 July 2020 (the "**2020 Refreshment**"). The existing Scheme Mandate Limit is 336,069,772 Shares, being 10% of the Shares in issue as at 17 July 2020, the date of approval of existing Scheme Mandate Limit.

During the period from 17 July 2020, being the date when the Scheme Mandate Limit was last refreshed, and up to the Latest Practicable Date, share options to subscribe for 336,069,772 Shares have been granted under the Share Option Scheme, out of which 96,069,772 share options have been exercised, and 240,000,000 Options remained outstanding with an exercisable period up to 13 January 2023.

It is therefore proposed that subject to (i) the approval of the Shareholders at the Annual General Meeting and (ii) such other requirements as prescribed under the Listing Rules being fulfilled, the general limit on the grant of share options under the Share Option Scheme will be refreshed to 10% of the Shares in issue as at the date of the approval by the Shareholders at the Annual General Meeting (i.e. the Refreshment of Scheme Mandate Limit), and the share options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with such scheme(s) or exercised share options) will not be counted for the purpose of calculating the scheme limit as refreshed.

LETTER FROM THE BOARD

Up to the Latest Practicable Date, the total number of issued Shares was 4,128,767,501 Shares. Subject to the approval of the Refreshment of the Scheme Mandate Limit and assuming no further issuance or repurchasing of Share and any other change in the issued share capital of the Company prior to the Annual General Meeting, the maximum number of Shares which may be issued upon exercise of all options to be granted according to the refreshed Scheme Mandate Limit will be 412,876,750 Shares. The total number of Shares which may be issued upon exercise of the refreshed Scheme Mandate Limit of 412,876,750 Shares together with all outstanding options as at the Latest Practicable Date carrying the right to subscribe for 240,000,000 Shares, represent approximately 15.81% of the total number of Shares in issue as at the Latest Practicable Date, thereby, not exceeding the said 30% limit.

The purpose of the Share Option Scheme is to enable the Group to grant options to eligible participants as incentives or rewards for their contributions to the Group and/or enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. The Board considers that the Refreshment of the Scheme Mandate Limit will be for the benefit of the Company and the Shareholders as a whole because it enables the Company to reward and motivate the eligible participants of the Share Option Scheme to contribute to the success of the Group and enables the Board to have more flexibility in granting the Options and it would not create any negative cashflow impact to the Group for services received.

Conditions

As required by the Share Option Scheme and the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to approve the Refreshment of Scheme Mandate Limit.

The Refreshment of Scheme Mandate Limit is conditional upon:

- (i) the Shareholders passing an ordinary resolution at the Annual General Meeting to approve the said refreshment; and
- (ii) the Listing Committee granting the approval of the listing of, and permission to deal in, the new Shares to be allotted and issued upon exercise of any share options that may be granted under the refreshed limit the Share Option Scheme up to 10% of the issued Shares as at the date of passing the relevant ordinary resolution of the Annual General Meeting.

Application for listing

Application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in, new Shares which may fall to be allotted and issued upon exercise of any share options that may be granted under the refreshed limit of the Share Option Scheme.

LETTER FROM THE BOARD

5. PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY

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

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting convening the Annual General Meeting to be held at Units 03-04, 20/F., Shanghai Shimao Tower, 55 Weifang West Road, Pudong New Area, Shanghai, People's Republic of China (or any adjournment thereof) on 30 June 2021 (Wednesday) at 10:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

The 2020 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2020 and the reports of the Directors and the independent auditor of the Company thereon are dispatched to the Shareholders on 28 April 2021.

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

7. VOTING BY POLL AT THE ANNUAL GENERAL MEETING

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

LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. RECOMMENDATION

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

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

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

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

Save as disclosed above, up to the Latest Practicable Date, there is no information in relation to the re-election of Mr. Zhai that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

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

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,128,767,501 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total number of 412,876,750 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

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

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

3. FUNDING OF REPURCHASE

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

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2020) 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 <i>HK\$</i>	Lowest <i>HK\$</i>
May 2020	0.170	0.087
June 2020	0.131	0.111
July 2020	0.123	0.101
August 2020	0.124	0.098
September 2020	0.102	0.086
October 2020	0.098	0.073
November 2020	0.082	0.067
December 2020	0.069	0.066
January 2021	0.08	0.06
February 2021	0.081	0.063
March 2021	0.076	0.064
April 2021	0.075	0.064
May 2021 (<i>up to the Latest Practicable Date</i>)	0.074	0.064

6. GENERAL

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

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

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

7. TAKEOVERS CODE

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

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

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

8. SHARE REPURCHASE MADE BY THE COMPANY

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

9. CONFIRMATION

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

NOTICE OF ANNUAL GENERAL MEETING



ARTGO HOLDINGS LIMITED

雅高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3313)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of ArtGo Holdings Limited (the “**Company**”) will be held at Units 03–04, 20/F., Shanghai Shimao Tower, 55 Weifang West Road, Pudong New Area, Shanghai, People’s Republic of China on Wednesday, 30 June 2021 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 2020.
2. To re-elect Ms. Wu Jing as an executive director of the Company.
3. To re-elect Mr. Wan Jian as an executive director of the Company.
4. To re-elect Mr. Gu Weiwen as an executive director of the Company.
5. To re-elect Mr. Zhai Feiquan 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 authorise the board of directors to fix their remuneration.
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

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

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

“THAT:

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

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

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

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

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

(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,

NOTICE OF ANNUAL GENERAL MEETING

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

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

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

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

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

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares to be issued upon exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below) under the share option scheme adopted by the Company on 9 December 2013 (the “**Share Option Scheme**”), the existing scheme mandate limit on the grant of share options

NOTICE OF ANNUAL GENERAL MEETING

under the Share Option Scheme be refreshed provided that the total number of Shares which may be allotted and issued upon exercise of any options to be granted under the Share Option Scheme (excluding share options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme(s) of the Company) shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Scheme Mandate Limit**”) and that the Directors be and are hereby authorised to do such acts and things and execute such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the Refreshed Scheme Mandate Limit and to grant share options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options.”

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

Hong Kong, 28 May 2021

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 Friday, 25 June 2021 to Wednesday, 30 June 2021 (both dates inclusive, four (4) business days in total) during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 24 June 2021.
5. Please refer to Appendix I to the circular of the Company, of which this notice forms part, for biographical details of Mr. Wan Jian, Mr. Zhai Feiquan, Ms. Wu Jing and Mr. Gu Weiwen.

NOTICE OF ANNUAL GENERAL MEETING

6. In relation to proposed resolution numbered 8 above, please also refer to the explanatory statement, containing the information reasonably necessary to enable shareholders of the Company to make an informed decision as to whether to vote for or against the resolution, as set out in Appendix II to the circular of the Company, of which this notice forms part.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.

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