
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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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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, TO ISSUE SHARES AND TO RESALE SHARES
AND
(3) PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at Units 5906–12, 59/F., The Center, 99 Queen’s Road Central, Hong Kong at 11:00 a.m. on Wednesday, 17 June 2026 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.

27 April 2026

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DEFINITIONS

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

“2025 Annual Report”	the annual report of the Company for the financial year ended 31 December 2025 despatched to the Shareholders on 27 April 2026;
“Annual General Meeting”	an annual general meeting of the Company to be held at Units 5906–12, 59/F., The Center, 99 Queen’s Road Central, Hong Kong, on Wednesday, 17 June 2026 at 11:00 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;
“Business Day(s)”	day(s) (excluding Saturdays, Sundays and public holidays) on which banks are open for business in Hong Kong;
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system;
“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;
“Circular”	the circular of the Company to be despatched to the Shareholders to provide, among other things, the notice of the Annual General Meeting;
“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 (with stock code: 3313);
“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;

DEFINITIONS

“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	20 April 2026, 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;
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shop 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
“RMB”	Renminbi, the lawful currency of the PRC;
“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;
“Share Issue and Resale Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of any Treasury Shares) of not exceeding 20% of the total number of issued shares of the Company (excluding Treasury 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;
“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 (excluding Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 7 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;

DEFINITIONS

“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time;
“Treasury Share(s)”	has the meaning ascribed thereto under the Listing Rules; 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 (*Joint-Chairman and
Acting Chief Executive Officer*)
Mr. Tsai Yu Shen (*Joint-Chairman*)
Mr. Wan Jian
Mr. Qiu Yuyuan

Non-Executive Director:

Mr. Gu Zengcai

Independent non-executive Directors:

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

Registered office:

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Principal Place of Business
in the PRC:*

Room I, 13/F
No. 728 Yan'an West Road
Changning District
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:*

Room C2, Office A,
14/F Bangkok Bank Building,
28 Des Voeux Road Central,
Central, Hong Kong

27 April 2026

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES, TO ISSUE SHARES AND TO RESALE SHARES
AND
(3) PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY
AND
(4) 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 and Resale Mandate to repurchase Shares and to issue Shares (including any sale and transfer of Treasury Shares) respectively; and (iii) the re-appointment of auditor of the Company.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

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, Mr. Gu Zengcai (a non-executive Director), Ms. Lung Yuet Kwan (an independent non-executive Director) and Mr. Hui Yat On (an independent non-executive Director), shall retire from office by rotation at the Annual General Meeting.

Details of the above Directors who are eligible to offer themselves for re-election and have confirmed they will offer themselves for election at the Annual General Meeting are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

Each of the independent non-executive Directors of the Company, including Ms. Lung Yuet Kwan and Mr. Hui Yat On who has offered themselves for re-election, 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 the 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. Gu Zengcai, Ms. Lung Yuet Kwan and Mr. Hui Yat On 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 and length of services) set out in the diversity policy of the Company, and has taken the view that Mr. Gu Zengcai, Ms. Lung Yuet Kwan and Mr. Hui Yat On have been contributing to the Group effectively and are committed to their role as Directors.

LETTER FROM THE BOARD

In considering the nomination of Mr. Hui Yat On for re-election as an independent non-executive Director, the Nomination Committee has taken account that Mr. Hui has been serving as an independent non-executive Director of the Company for more than nine years. He is a member and, where appropriate, the chairman of various Board committees. During his tenure, Mr. Hui has fulfilled all the requirements regarding independence applicable to an independent non-executive director under the Listing Rules. He has consistently provided objective and independent views to the Company and remains firmly committed to his independent role. The Nomination Committee is of the view that Mr. Hui's long period of service has not affected his exercise of independent judgment, and is satisfied that he possesses the requisite character, integrity and experience to continue to act as an independent non-executive Director.

The Board has accepted the recommendation by the Nomination Committee for recommending the Shareholders to re-elect Mr. Gu Zengcai, Ms. Lung Yuet Kwan and Mr. Hui Yat On 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. Gu Zengcai, Ms. Lung Yuet Kwan and Mr. Hui Yat On 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, ISSUE AND RESALE SHARES

At the annual general meeting of the Company held on 17 June 2025 and pursuant to ordinary resolutions of the Shareholders passed on 17 June 2025, 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 (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 7 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 142,210,462 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 and Resale Mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of Treasury Shares) of not exceeding 20% of the total number of issued Shares (excluding any Treasury 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 284,420,925 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

LETTER FROM THE BOARD

- (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 and Resale 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 and Resale 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 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 and Resale Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares or resale any Treasury 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 RE-APPOINTMENT OF AUDITOR OF THE COMPANY

Suya WWC CPA Limited 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 Suyu WWC CPA Limited 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. Suyu WWC CPA Limited has indicated its willingness to be re-appointed as the Company's auditor for the said period.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting convening the Annual General Meeting to be held at Units 5906-12, 59/F., The Center, 99 Queen's Road Central, Hong Kong (or any adjournment thereof) on 17 June 2026 (Wednesday) at 11:00 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 2025 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2025 and the reports of the Directors and the independent auditor of the Company thereon are despatched to the Shareholders on 27 April 2026.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the Annual General Meeting.

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.

6. 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.

7. 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.

LETTER FROM THE BOARD

8. 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
Qiu Yuyuan
Executive Director

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

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

NON-EXECUTIVE DIRECTOR

- (1) **Mr. GU Zengcai (顧增才)**, aged 63, was appointed as a non-executive director of the Company on 8 June 2016. He graduated from the Industrial Accounting Department of Jiangsu Radio and Television University in 1986, holding a college degree, and is a Certified Public Accountant and auditor in China. Mr. Gu previously served as deputy section chief and section chief of the finance department at Yancheng Printing and Dyeing Factory in Jiangsu Province; as head of the audit department and manager of the finance department at Zhuhai Port Co., Ltd. (stock code: 000507.SZ), a company listed on the A-share market; and as director of Zhuhai Huayin Urban Credit Cooperative. At Zhuhai Huarun Bank Co., Ltd. (formerly known as Zhuhai City Commercial Bank), he held positions including branch president and assistant to the president of the Head Office, during which he concurrently served as general manager of the head office's planning and funding department, general manager of the finance and accounting department, director of the policy research center, and general manager of the credit management department. Additionally, Mr. Gu served as chief accountant and deputy general manager of Zhuhai Jiuzhou Holdings Group Co., Ltd., and as an executive director and Vice Chairman of the Board of Zhuhai Holdings Investment Group Limited (formerly known as Jiuzhou Development Co., Ltd.) (stock code: 00908.HK), a company listed on the Hong Kong Stock Exchange, from October 2003 to August 2012. He also previously served as an independent director of GCL System Integration Technology Co., Ltd. (stock code: 002506.SZ), an A-share listed company. Currently, Mr. Gu serves as an executive director of Shanghai Hengfu Sanchuan Equity Investment Co., Ltd., vice president of GCL Group Co., Ltd., an executive director of GCL New Energy Holdings Ltd. (stock code: 00451.HK), a director of GCL Energy Technology Co., Ltd. (stock code: 002015.SZ), and an independent director of Shenzhen Jianyi Decoration Group Co., Ltd (stock code: 002789.SZ).

Mr. Gu has entered into an appointment letter with the Company under which he agrees to act as a non-executive Director of the Company commencing from 8 June 2016 for a period of three years, subject to renewal. Pursuant to the appointment letter, Mr. Gu is currently entitled to an annual emoluments of HK\$150,000, which was determined by the Board with reference to his experience, duties and responsibilities to the Company and the prevailing market conditions. Mr. Gu shall retire by rotation and be eligible for re-election in the Annual General Meetings of the Company in accordance with the Articles of Association. Mr. Gu did not hold any directorship in the past 3 years in any other listed companies. Mr. Gu does not hold any other position in the Company or any of its subsidiaries, and he is and was not connected with any Director(s), senior management or substantial or controlling shareholder(s) (as defined in the Listing Rules) of the Company, other than the relationship arising from his directorship with the Company.

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 1,422,104,625 Shares.

Subject to the passing of the ordinary resolution set out in item 7 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 142,210,462 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 2025) 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>
April 2025	0.203	0.172
May 2025	0.192	0.176
June 2025	0.178	0.162
July 2025	0.172	0.155
August 2025	0.170	0.160
September 2025	0.165	0.152
October 2025	0.162	0.140
November 2025	0.145	0.134
December 2025	0.172	0.129
January 2026	0.165	0.145
February 2026	0.146	0.138
March 2026	0.134	0.115
April 2026 (<i>up to the Latest Practicable Date</i>)	0.121	0.116

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 of the knowledge and belief of the Directors, based on the register required to be kept by the Company under Section 336 of the SFO, the exercise in full of the Share Repurchase Mandate will not give rise to any obligation on any Shareholder (and parties acting in concert with it) to make a mandatory offer under Rule 26 of the Takeovers Code.

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.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

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 5906–12, 59/F., The Center, 99 Queen’s Road Central, Hong Kong on Wednesday, 17 June 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2025.
2. To re-elect Mr. Gu Zengcai as a non-executive director of the Company.
3. To re-elect Ms. Lung Yuet Kwan as an independent non-executive director of the Company.
4. To re-elect Mr. Hui Yat On as an independent non-executive director of the Company.
5. To authorise the board of directors of the Company to fix the remuneration of directors of the Company.
6. To re-appoint Suya WWC CPA Limited as auditor of the Company and to authorise the board of directors to fix their remuneration.
7. 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 (excluding treasury shares) as at the date of passing of this resolution; 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.”

8. 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 (including any sale and transfer of treasury shares) 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);

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- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) on the date of passing of this resolution; 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).”

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9. 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 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 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 (including any sale or transfer of treasury shares) 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 7 of the Notice, provided that such number of shares shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.”

By Order of the Board
ArtGo Holdings Limited
Qiu Yuyuan
Executive Director

Hong Kong, 27 April 2026

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, 12 June 2026 to Wednesday, 17 June 2026 (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, 11 June 2026. The record date for the purpose of determination of entitlement to attend and vote at the annual general meeting will be 17 June 2026.
5. Please refer to Appendix I to the circular of the Company, of which this notice forms part, for biographical details of Mr. Gu Zengcai, Ms. Lung Yuet Kwan and Mr. Hui Yat On.

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6. In relation to proposed resolution numbered 7 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 Ms. Wu Jing, Mr. Tsai Yu Shen, Mr. Wan Jian and Mr. Qiu Yuyuan; 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.