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ARTGO HOLDINGS LIMITED

雅高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3313)

PROPOSED SHARE CONSOLIDATION AND PROPOSED CHANGE IN BOARD LOT SIZE

Financial adviser to the Company



**DILIGENT
CAPITAL**

Diligent Capital Limited

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Shares of par value of HK\$0.01 each be consolidated into one (1) Consolidated Share of HK\$0.1 each.

The Share Consolidation is conditional upon, among other things, (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation; and (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolution in relation to the Share Consolidation at the EGM.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 10,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 10,000 Existing Shares to 5,000 Consolidated Shares upon the Share Consolidation becoming effective.

GENERAL

The EGM will be convened for the Shareholders to consider, if thought fit, approve, among other things, the Share Consolidation.

A circular containing, among other things, (i) further details of the Share Consolidation and the Change in Board Lot Size; and (ii) a notice of the EGM, is expected to be despatched to the Shareholders on or before Friday, 5 June 2026.

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions set out in the paragraph headed “Conditions of the Share Consolidation” and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Accordingly, the Share Consolidation and the Change in Board Lot Size may or may not proceed.

Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Shares of par value of HK\$0.01 each be consolidated into one (1) Consolidated Share.

Effects of the Share Consolidation

As at the date of this announcement, the authorized share capital of the Company is HK\$300,000,000 divided into 30,000,000,000 Shares with a par value of HK\$0.01 each, of which 1,422,104,625 Shares have been issued and are fully paid or credited as fully paid. As at the date of this announcement, the Company has no treasury shares.

Assuming that no further Shares will be issued or repurchased from the date hereof until the date of the EGM, immediately upon the Share Consolidation becoming effective, the authorized share capital of the Company will become HK\$300,000,000 divided into 3,000,000,000 Consolidated Shares with a par value of HK\$0.10 each, of which 142,210,462 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall *rank pari passu* in all respects with each other, and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

As of the date of this announcement, the Company does not have any other derivatives, options, warrants, other securities, conversion rights, or similar rights that are convertible or exchangeable into Shares or Consolidated Shares.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management, or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and Hong Kong (where applicable), and the Listing Rules to effect the Share Consolidation; and
- (iii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the fulfillment of the above conditions, the effective date of the Share Consolidation is expected to be on Thursday, 2 July 2026, being the second Business Day after the EGM.

As at the date of this announcement, none of the above conditions have been fulfilled.

Application for listing of the Consolidated Shares

An 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 Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in the board lot size of 10,000 Existing Shares. The Company proposes to change the board lot size for trading in the Shares from 10,000 Existing Shares to 5,000 Consolidated Shares subject to and upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.100 per Existing Share (equivalent to the theoretical closing price of HK\$1.00 per Consolidated Share) as at the date of this announcement, (i) the value of each existing board lot of Existing Shares is HK\$1,000; (ii) the value of each board lot of 10,000 Consolidated Shares would be HK\$10,000 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 5,000 Consolidated Shares would be HK\$5,000 assuming that the Change in Board Lot Size had also been effective.

For the avoidance of doubt, the proposed Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. If the Share Consolidation does not become effective, the proposed Change in Board Lot Size will not become effective and the Shares will continue to be traded on the Stock Exchange in board lot of 10,000 Shares.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders, but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares, regardless of the number of share certificates held by such holder.

Odd lot trading arrangement and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company will appoint a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd-lot matching arrangements are advised to consult their own professional advisers.

Details of the odd lots arrangement will be set out in the Circular.

Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.

Exchange of share certificates for Consolidated Shares

Subject to the Share Consolidation having become effective, Shareholders may, during the specified period from Thursday, 2 July 2026 to Friday, 7 August 2026 (both days inclusive), submit the existing share certificates for the Shares (in red colour) to the branch share registrar and transfer office of the Company 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, in exchange, at the expense of the Company, for new share certificates for the Consolidated Shares (in green colour). Thereafter, existing share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may be allowed by the Stock Exchange from time to time) for each share certificate for the Shares cancelled or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

The existing share certificates will be valid only for delivery, trading, and settlement purposes until 4:30 p.m. on Friday, 7 August 2026, and thereafter will not be accepted for such purposes. However, the existing share certificates will continue to be good evidence of title to the Consolidated Shares on the basis of ten (10) Shares for one (1) Consolidated Share. The new share certificates for the Consolidated Shares will be issued in green colour in order to distinguish them from the share certificates for the Shares which are in red colour.

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated in September 2024, the expected value per board lot should be greater than HK\$2,000, taking into consideration the minimum transaction costs for a securities trade. The Share Consolidation will result in a corresponding upward adjustment in the trading price of the Shares and the value of a board lot. Based on the closing price of HK\$0.100 per Share (equivalent to the theoretical closing price of HK\$1.00 per Consolidated Share) as quoted on the Stock Exchange as at the date of the announcement, the expected market value of each board lot of 5,000 Consolidated Shares, upon the Share Consolidation and the Change in Board Lot Size having become effective, will be HK\$5,000.

The Group is committed to optimising its capital structure and enhancing long-term shareholder value as part of its ongoing corporate development strategy. The Board considers that the proposed Share Consolidation would result in a corresponding upward adjustment to the trading price per Consolidated Share on the Stock Exchange. Further, the Share Consolidation would reduce the overall transaction and handling costs of dealing in the Shares as a proportion of the market value of each board lot, since most banks/securities houses will charge a minimum transaction cost for each securities trade. In view of the

above reasons, the Board considers that the Share Consolidation is justifiable, notwithstanding the potential costs and impact arising from the creation of odd lots to Shareholders.

The Board believes that the Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the Group's financial position or result in a change in the relative rights of the Shareholders.

As of the date of this announcement, the Company is exploring fundraising options through debt or equity. These options may include rights issues, the placement of new shares, and the issuance of various securities. The goal of these initiatives is to address the Group's liabilities, meet operational requirements, and support upcoming development initiatives. Currently, no definitive plans or arrangements have been established.

The Board is open to pursuing available debt and equity fundraising opportunities to effectively meet the Group's operational needs and promote future growth. In considering any potential corporate actions or fundraising activities, the Board will strive to minimize any impact on the Share Consolidation's intended purpose. The Company will provide further announcements on this matter in accordance with the Listing Rules when appropriate.

Given these reasons, the Board believes that the Share Consolidation and the Change in Board Lot Size are beneficial and in the best interests of the Company and all Shareholders.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation and the Change in Board Lot Size is set out below.

All times and dates in this announcement refer to Hong Kong local times and dates. The expected timetable is subject to the satisfaction of all conditions of the Share Consolidation and the Change in Board Lot Size, and is therefore for indicative purposes only. Any subsequent changes to the expected timetable will be announced separately by the Company as and when appropriate.

Events

Time and Date

Expected despatch date of circular together with notice and proxy forms in relation to the EGM for the Share Consolidation On or before Friday, 5 June 2026

Latest time for lodging transfers of the Shares to qualify for attendance and voting at the EGM..... 4:30 p.m. on Tuesday, 23 June 2026

Closure of the register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM..... Wednesday, 24 June 2026 to Monday, 29 June 2026 (both days inclusive)

Events	Time and Date
Latest time for lodging proxy forms for the EGM.....	11:00 a.m. on Saturday, 27 June 2026
Record date for attendance and voting at the EGM	Monday, 29 June 2026
Expected date and time of the EGM to approve the proposed Share Consolidation	11:00 a.m. on Monday, 29 June 2026
Announcement of poll results of the EGM	Monday, 29 June 2026

The following events are conditional on the fulfilment of the conditions relating to the implementation of the Share Consolidation and the Change in Board Lot Size, therefore, the dates are tentative only:

Events	Time and Date
Effective date of the Share Consolidation	Thursday, 2 July 2026
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Thursday, 2 July 2026
Commencement of dealings in Consolidated Shares.....	9:00 a.m. on Thursday, 2 July 2026
Original counter for trading in the Shares in board lots of 10,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Thursday, 2 July 2026
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Thursday, 2 July 2026
Original counter for trading in the Consolidated Shares in new board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Thursday, 16 July 2026
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. on Thursday, 16 July 2026

Events

Time and Date

Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Thursday, 16 July 2026
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Wednesday, 5 August 2026
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) closes.....	4:10 p.m. on Wednesday, 5 August 2026
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Wednesday, 5 August 2026
Last day and time for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Friday, 7 August 2026

GENERAL

The EGM will be convened for the Shareholders to consider, if thought fit, approve, among other things, the Share Consolidation.

A circular containing, among other things, (i) further details of the Share Consolidation and the Change in Board Lot Size; and (ii) a notice of the EGM, is expected to be despatched to the Shareholders on or before Friday, 5 June 2026.

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions set out in the paragraph headed “Conditions of the Share Consolidation” and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Accordingly, the Share Consolidation and the Change in Board Lot Size may or may not proceed.

Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

In this announcement, the following expressions shall (unless the context otherwise requires) have the following meanings:

“Board”	the board of Directors
“Business Day”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in the board lot size of 10,000 Existing Shares to 5,000 Consolidated Shares
“Company”	ArtGo Holdings Limited, a company incorporated in the Cayman Islands with limited liability, and the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 3313)
“Consolidated Share(s)”	the ordinary share(s) of par value HK\$0.1 each in the share capital of the Company upon the Share Consolidation becoming effective, whether issued or unissued
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened to consider and, if thought fit, to approve the ordinary resolution in relation to the Share Consolidation
“Existing Shares”	ordinary shares of the Company in issue before the Share Consolidation having become effective
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in force

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	has the same meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the ordinary share(s) of par value HK\$0.01 each in the share capital of the Company before the Share Consolidation becomes effective, whether issued or unissued
“Share Consolidation”	the consolidation of every ten (10) issued and unissued Shares of HK\$0.01 each into one (1) Consolidated Share of HK\$0.1 each
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 15 May 2026

As at the date of this announcement, 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.