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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **Artgo Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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 securities of the Company.

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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)**

**(I) PROPOSED SHARE CONSOLIDATION;  
(II) PROPOSED CHANGE IN BOARD LOT SIZE;  
AND  
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Financial Adviser to the Company**



**DILIGENT  
CAPITAL**

**Diligent Capital Limited**

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 6 to 14 of this circular.

A notice convening the EGM to be held at Units 5906–12, 59/F., The Center, 99 Queen's Road Central, Hong Kong on Monday, 29 June 2026 at 11:00 a.m., at which the above proposal will be considered, is set out in this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM if you so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

5 June 2026

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>EXPECTED TIMETABLE</b> .....	3
<b>LETTER FROM THE BOARD</b> .....	6
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b> .....	15

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 15 May 2026 in relation to the Share Consolidation and the Change in Board Lot Size
“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

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## DEFINITIONS

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“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
“Latest Practicable Date”	2 June 2026, being the latest practicable date for ascertaining the content in this circular
“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.

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## EXPECTED TIMETABLE

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*The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Share Consolidation and the Change in Board Lot Size, and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates:*

<b>Events</b>	<b>Time and Date</b>
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)
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

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## EXPECTED TIMETABLE

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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:

<b>Events</b>	<b>Time and Date</b>
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
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

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## EXPECTED TIMETABLE

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Events	Time and Date
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

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**LETTER FROM THE BOARD**

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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)**

*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

*Headquarter and principal place  
of business in the PRC:*

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

New Material Industrial Park  
Teng Tian Town  
Yongfeng County  
Ji'an City  
Jiangxi Province, 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

5 June 2026

*To the Shareholders*

Dear Sir or Madam,

**I. PROPOSED SHARE CONSOLIDATION;  
AND  
II. PROPOSED CHANGE IN BOARD LOT SIZE**

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## LETTER FROM THE BOARD

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### INTRODUCTION

Reference is made to Announcement in relation to, among other matters, the Share Consolidation and the Change in Board Lot Size.

The purpose of this circular is to provide you with (i) details of the Share Consolidation and the Change in Board Lot Size; and (ii) the notice of the EGM.

### 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 Latest Practicable Date, the authorised 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 Latest Practicable Date, 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 authorised 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 Latest Practicable Date, 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.

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## LETTER FROM THE BOARD

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### 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 Latest Practicable Date, 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 equity or debt securities of the Company 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.

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## LETTER FROM THE BOARD

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### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, 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\$0.086 per Existing Share (equivalent to the theoretical closing price of HK\$0.86 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each existing board lot of Existing Shares is HK\$860; (ii) the value of each board lot of 10,000 Consolidated Shares would be HK\$8,600 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 5,000 Consolidated Shares would be HK\$4,300 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 of the Consolidated Shares arising from the Share Consolidation, the Company has appointed 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. Any Shareholder who wishes to use this matching service should, directly or through their brokers, contact Orient Securities Limited at (852) 2180 9292 or by facsimile at (852) 2180 9288, during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of the aforesaid period.

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## LETTER FROM THE BOARD

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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.

**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**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of securities. Furthermore, 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 last updated in September 2024 has further stated that (i) market price of the securities at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

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## LETTER FROM THE BOARD

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During the previous six months up to the Latest Practicable Date, the highest and lowest price of the Existing Shares were HK\$0.172 and HK\$0.085 per Existing Share respectively and the corresponding board lot value were less than HK\$2,000 based on the existing board lot of 10,000 Shares. In view of the above and that (i) the trading prices of the Existing Shares have remained below HK\$0.10 since 18 May 2026; and (ii) the Existing Shares were trading at HK\$860 per board lot based on the closing price of HK\$0.086 per Existing Share (equivalent to the theoretical closing price of HK\$0.86 per Consolidated Share (the “**Theoretical Closing Price**”)) as quoted on the Stock Exchange as at the Latest Practicable Date, and assuming the Share Consolidation and the Change in Board Lot Size have become effective, the expected market value of each board lot of 5,000 Consolidated Shares would become HK\$4,300. As such, the Board proposes to effect the Share Consolidation in order to comply with the trading requirements under the Listing Rules.

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.

Further, the Board expects that the Change in Board Lot Size will lower the threshold for investors to purchase the Shares, thus facilitating the trading and improving the liquidity of the Shares, which will enable the Company to attract more investors and therefore broaden the shareholders’ base of the Company.

The Directors have considered alternative ratios for the Share Consolidation, such as a consolidation of 5 Existing Shares into 1 Consolidated Share and 15 Existing Shares into 1 Consolidated Share.

The first alternative consolidation ratio would lead to an expected board lot value at HK\$2,150 based on the Theoretical Closing Price, which would be close to the bottom line of the trading requirements under the Listing Rules, the Directors consider a reasonable buffer would enable the trading price of the Share to cater for the possible unforeseen fluctuations. The second alternative consolidation ratio would lead to an expected board lot value at HK\$6,450 based on the Theoretical Closing Price, which will be far from the required HK\$2,000.

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.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fund-raising activities in the next 12 months. However, the Company is exploring fundraising options through debt or equity. 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.

### **THE EGM**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Share Consolidation and the Change in Board Lot Size. A notice convening the EGM is set out on pages 15 to pages 17 of this circular. A form of proxy for use at the EGM is enclosed herewith.

Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Registrar 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 scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting thereof should you so wish.

The register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (both days inclusive) for determine the eligibility of the Shareholders to attend and vote at the EGM. In order to qualify for attendance and voting at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 23 June 2026.

In compliance with the Listing Rules, all the resolutions to be proposed at the EGM will be voted on by way of poll at the EGM.

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.

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## LETTER FROM THE BOARD

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### **TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS**

If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons is in force at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the Company’s website at [www.artgo.cn](http://www.artgo.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the date, time and place of the rescheduled meeting.

### **RECOMMENDATIONS**

The Directors consider that the proposed Share Consolidation and the Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolution approving the Share Consolidation to be proposed at the EGM.

### **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.

### **MISCELLANEOUS**

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

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## LETTER FROM THE BOARD

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### WARNING

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” in this circular. Accordingly, the Share Consolidation may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If there is any doubt, they should consult their professional advisers.

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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) 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 Monday, 29 June 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

### ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued upon the Share Consolidation (as defined below) becoming effective, with effect from the later of (a) the date on which the Stock Exchange granting such approval, and (b) from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:
  - (a) every ten (10) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of par value of HK\$0.10 each (the “**Consolidated Share(s)**”) and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company (the “**Share Consolidation**”);
  - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK300,000,000 divided into 30,000,000,000 ordinary shares of par value of HK\$0.01 each to HK\$300,000,000 divided into 3,000,000,000 ordinary shares of par value of HK\$0.10 each; and
- (d) any one or more Directors and such person and persons authorised by the Directors be and are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds (including under seal, where applicable) as they may, in their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Share Consolidation.”

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

Hong Kong, 5 June 2026

*Notes:*

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the circular of the Company dated 5 June 2026 (the “**Circular**”) shall have the same meanings when used in this notice.
2. Voting at the EGM will be taken by poll as required under the Listing Rules.
3. The register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (both days inclusive), during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the extraordinary general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, 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 Tuesday, 23 June 2026.
4. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting of the Company. A proxy need not be a member of the Company.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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6. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
7. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. The English text of this notice shall prevail over the Chinese text in case of inconsistency.
10. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons is in force at or at any time after 7: 00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the Company's website at [www.artgo.cn](http://www.artgo.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the date, time and place of the rescheduled meeting.
11. As at the date hereof, 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.