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

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ARTGO HOLDINGS LIMITED

雅高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3313)

**SUPPLEMENTAL CIRCULAR
PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This Supplemental Circular should be read together with the Original Circular and the Original Notice. Capitalised terms used in this cover page have the same meanings as those defined in the section headed “Definitions” in this Supplemental Circular.

A Supplemental Notice is set out on pages AGM-1 to AGM-2 of this Supplemental Circular. The Annual General Meeting will be held as originally scheduled at Units 5906–12, 59/F., The Center, 99 Queen’s Road Central, Hong Kong at 11:00 a.m. on Tuesday, 17 June 2025. A Revised Proxy Form is enclosed with this Supplemental Circular and it can also be downloaded from the websites of the Stock Exchange (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 Revised Proxy Form 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 Revised Proxy Form will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish and, in such event, the Revised Proxy Form shall be deemed to be revoked.

30 May 2025

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DEFINITIONS

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

“Annual General Meeting”	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, on Tuesday, 17 June 2025 at 11:00 a.m.;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this Supplemental Circular, Hong Kong, the Macau Special Administrative Region and Taiwan;
“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);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and all of its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	26 May 2025, being the latest practicable date prior to the printing of this Supplemental Circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Company;
“Original Circular”	the circular of the Company dated 25 April 2025;
“Original Notice”	a notice convening the Annual General Meeting dated 25 April 2025;

DEFINITIONS

“Original Proxy Form”	the proxy form for use by the Shareholders at the Annual General Meeting accompanying the Original Circular and published on the websites of the Company and the Stock Exchange on 25 April 2025;
“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;
“Revised Proxy Form”	the revised proxy form for use by the Shareholders at the Annual General Meeting accompanying this Supplemental Circular and published on the websites of the Company and the Stock Exchange on 30 May 2025;
“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;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supplemental Circular”	the circular of the Company dated 30 May 2025;
“Supplemental Notice”	a supplemental notice convening the Annual General Meeting which is set out on pages AGM-1 to AGM-2 of this Supplemental Circular; 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:*

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

30 May 2025

To the Shareholders

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR
PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

This Supplemental Circular and the Supplemental Notice should be read together with the Original Circular and the Original Notice which contain, among other things, information regarding the resolutions to be proposed at the Annual General Meeting.

The purpose of this Supplemental Circular is to provide the Shareholders with further information in respect of, among other things, an additional resolution to be proposed at the Annual General Meeting for the re-election of an executive Director.

2. PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 13 May 2025 in relation to, among others, the appointment of Mr. Qiu Yuyuan (“**Mr. Qiu**”) as an executive Director of the Company.

Pursuant to article 83 of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment and shall be eligible for re-election. As such, Mr. Qiu, who was appointed as an executive Director on 13 May 2025, shall retire from office at the Annual General Meeting, and being eligible, has offered himself for re-election. Therefore, an additional ordinary resolution will be proposed at the Annual General Meeting to approve the re-election of Mr. Qiu as an executive Director (the “**Additional Resolution**”).

Biographical details of Mr. Qiu are set out as follows:

Mr. Qiu, aged 47, obtained a bachelor’s degree in accounting from Jimei University (集美大學) in 2000 and was qualified as a National Intermediate Accountant (中級會計師) in the PRC in 2005. In 2009, Mr. Qiu was qualified as a Credit Manager (信用管理師) in the PRC. Mr. Qiu has over 15 years of experience in accounting, financial management and credit management. Prior to joining the Group in September 2011, he has held various management positions in Xiamen Overseas Chinese Electronic Co., Ltd., Xiamen Tsann Kuen Corporation Limited, and Lenovo Mobile Communication Technology Limited from August 2000 to February 2005, from March 2005 to March 2006, and from March 2006 to April 2010, respectively, and was in charge of financial auditing, business process reengineering, credit management and financial analysis in those companies. From March 2011 to January 2017, Mr. Qiu served as the deputy general manager of Huijin Stone (Xiamen) Co., Ltd. (匯金石(廈門)有限公司). In 2017, Mr. Qiu became the deputy general manager of ArtGo Junqi (Xiamen) Co., Ltd (雅高珞奇(廈門)實業有限公司), a subsidiary of the Company. Currently, Mr. Qiu is in charge of the Group’s financial planning, financial budget and management issues.

LETTER FROM THE BOARD

Mr. Qiu has entered into a service agreement with the Company for an initial term of three years commencing from 13 May 2025 and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. The service agreement may be terminated by either party by serving three months' prior written notice to the other party. Mr. Qiu is currently entitled to a director's remuneration of HK\$720,000 per annum, which is determined by the Board based on the recommendation of the remuneration committee of the Company with reference to his relevant qualifications, experience, duties and responsibilities with the Company and prevailing market conditions.

Save as disclosed above, up to the Latest Practicable Date, Mr. Qiu (i) does not hold any position in the Company or any of its subsidiaries; (ii) did not hold other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have other major appointments and professional qualifications; and (iv) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

So far as the Directors are aware as at the Latest Practicable Date, Mr. Qiu beneficially owns 6,000,000 Shares of the Company, representing approximately 0.51% of the issued share capital of the Company. Save as disclosed above, Mr. Qiu does not have, and is not deemed to have any other interests or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

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

The re-election of Mr. Qiu 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. Qiu and his 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. Qiu has been contributing to the Group effectively and are committed to his role as Director.

LETTER FROM THE BOARD

The Board has accepted the recommendation by the Nomination Committee for recommending the Shareholders to re-elect Mr. Qiu as Director at the Annual General Meeting. Mr. Qiu abstained from voting at the Board meeting regarding his nomination.

3. SUPPLEMENTAL NOTICE AND THE REVISED PROXY FORM

The Original Notice and the Original Proxy Form enclosed with the Original Circular were despatched to the Shareholders on 25 April 2025. The Supplemental Notice, which contains the Additional Resolution, is set out on pages AGM-1 to AGM-2 of this Supplemental Circular.

Please refer to the Original Notice for details of other resolutions to be proposed at the Annual General Meeting, closure of register of members, eligibility for attending the Annual General Meeting, registration procedures for attending the Annual General Meeting, appointment of proxy and other relevant matters contained therein.

The Revised Proxy Form for use at the Annual General Meeting is enclosed with this Supplemental Circular and it 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 Revised Proxy Form 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 Original Proxy Form or Revised Proxy Form will not preclude you from attending and voting at the Annual General Meeting if you so wish and, in such event, the Original Proxy Form or Revised Proxy Form shall be deemed to be revoked.

A Shareholder who has not yet lodged the Original Proxy Form with the Company's branch share registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxies to attend and vote at the Annual General Meeting on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Company's branch share registrar.

LETTER FROM THE BOARD

A Shareholder who has already lodged the Original Proxy Form with the Company's branch share registrar should note that:

- (i) If no Revised Proxy Form is lodged with the Company's branch share registrar, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any proposed resolutions properly put to the Annual General Meeting (including the Additional Resolution as set out in this Supplemental Circular) except for the resolution(s) to which the Shareholder has indicated his/her voting direction in the Original Proxy Form.
- (ii) If the Revised Proxy Form is lodged with the Company's branch share registrar not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting, the Revised Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Revised Proxy Form is lodged with the Company's branch share registrar less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Company's branch share registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Company's branch share registrar by not less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting.

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

Apart from the Additional Resolution and the relevant information as set out in this Supplemental Circular, all the other matters of the Annual General Meeting remain unchanged. For details of other resolutions to be considered and approved at the Annual General Meeting, eligibility for attending the Annual General Meeting, closure of register of members and other relevant matters, please refer to the Original Circular and the Original Notice.

LETTER FROM THE BOARD

4. RESPONSIBILITY STATEMENT

This Supplemental 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 Supplemental 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 Supplemental Circular misleading.

5. RECOMMENDATION

In addition to the recommendation contained in the Original Circular in relation to the proposed resolutions set out in the Original Notice of Annual General Meeting, the Directors consider that the Additional Resolution to be proposed at the Annual General Meeting is 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 Additional Resolution to be proposed at the Annual General Meeting.

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

SUPPLEMENTAL 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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to (i) the circular of ArtGo Holdings Limited (the “**Company**”) dated 25 April 2025 (the “**Original Circular**”); (ii) the notice of the annual general meeting of the Company (the “**Annual General Meeting**”) dated 25 April 2025 (the “**Original Notice**”) to convene the annual general meeting at Units 5906–12, 59/F., The Center, 99 Queen’s Road Central, Hong Kong on Tuesday, 17 June 2025 at 11:00 a.m.; and (iii) the supplemental circular of the Company dated 30 May 2025 (the “**Supplemental Circular**”).

Details of the proposed resolutions to be considered at the Annual General Meeting were stated in the Original Notice. Unless the context requires otherwise, terms defined herein shall bear the same meanings as those defined in the Original Circular and the Supplemental Circular. Apart from the amendments stated below, all the information contained in the Original Notice remains to have full force and effect, and this supplemental notice shall be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the Annual General Meeting will be held as originally scheduled, to consider, and if thought fit, pass the following resolution as an ordinary resolution in addition to the ordinary resolutions set out in the Original Notice:

11. To re-elect Mr. Qiu Yuyuan as an executive director of the Company.

By Order of the Board
ArtGo Holdings Limited
Wu Jing

Joint-Chairman and Executive Director

Hong Kong, 30 May 2025

Notes:

1. A revised form of proxy (the “**Revised Proxy Form**”) containing the new resolution 11 has been enclosed with the Supplemental Circular. Please refer to the section headed “**SUPPLEMENTAL NOTICE AND REVISED PROXY FORM**” of the Supplemental Circular for arrangements on the completion and submission of the Revised Proxy Form.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

2. Save for the above supplemental resolution, there are no other changes to the resolutions set out in the Original Notice. Please refer to the Original Notice for details of the other resolutions to be considered at the Annual General Meeting, closure of register of members, eligibility for attending the Annual General Meeting, registration procedures for attending the Annual General Meeting, appointment of proxy and other relevant matters.
3. To be valid, the Revised Proxy Form 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 proxy form which was despatched to the Shareholders on 25 April 2025 together with the Original Circular (the "**Original Proxy Form**") and/or Revised Proxy Form will not preclude you from attending and voting at the Annual General Meeting if you so wish and, in such event, the Original Proxy Form and/or Revised Proxy Form shall be deemed to be revoked.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
5. 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.