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ARTGO HOLDINGS LIMITED

雅高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3313)

**(1) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 14 SEPTEMBER 2023
AND
(2) COMMENCEMENT OF DEALINGS IN THE SHARES ON
AN EX-RIGHTS BASIS FOR THE RIGHTS ISSUE**

POLL RESULTS OF THE EGM

The Board is pleased to announce that all the Resolutions were duly passed by way of poll at the EGM held on Thursday, 14 September 2023.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS FOR THE RIGHTS ISSUE

Pursuant to the expected timetable in the Circular, the last day of dealings in the Shares on a cum-rights basis will be on Monday, 18 September 2023, and the Shares will be dealt with on an ex-rights basis from Tuesday, 19 September 2023.

Reference is made to the circular (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM Notice**”) of ArtGo Holdings Limited (the “**Company**”) both dated 25 August 2023, in relation to, among other things, the Increase in Authorised Share Capital and the Rights Issue.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that all the resolutions as set out in the EGM Notice (the “**Resolutions**”) were duly passed by way of poll at the EGM held on Thursday, 14 September 2023.

Details of the poll results of the Resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To approve the Increase in Authorised Share Capital (as defined in the Circular).	95,902,114 (99.999992%)	8 (0.000008%)
2.	To approve the Rights Issue (as defined in the Circular).	93,718,114 (99.999991%)	8 (0.000009%)

Please refer to the EGM Notice for full text of the Resolutions.

As more than 50% of the votes were cast in favour of each of the Resolutions, each of the Resolutions was duly passed as ordinary resolutions at the EGM.

As at the date of the EGM, the total number of issued shares of the Company was 308,624,875 Shares, of which 2,188,850 Shares, representing approximately 0.71% of the issued share capital of the Company, were held by Ms. Wu Jing, being the chairman and an executive Director of the Company.

Since the Rights Issue will increase the total issued share capital of the Company by more than 50% within the 12-month period, the Rights Issue is conditional on Independent Shareholders’ approval at the EGM in accordance with the requirements of the Rule 7.19A of the Listing Rules.

Pursuant to Rule 7.27A(1) of the Listing Rules, where Shareholders’ approval is required for a rights issue under rule 7.19A, the Rights Issue must be made conditional on approval by the Shareholders in general meeting by a resolution on which any controlling shareholders and their associates or, where there are no controlling shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the Rights Issue. As at the date of the EGM, there are no controlling Shareholders. As such, Ms. Wu Jing, being an executive Director of the Company and holding 2,188,850 Shares of the Company, had abstained from voting in favour of such resolution at the EGM. Accordingly, at the EGM, there were 308,624,875 Shares entitling the Shareholders to attend and vote on the resolution in respect of the Increase in Authorised Share Capital, while there were only 306,436,025 Shares entitling the Independent Shareholders to attend and vote on the resolution in respect of the Rights Issue.

Save as disclosed above, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder was required to abstain from voting in favour of the Resolutions at the EGM, and there was no Share entitling the holders thereof

to attend and vote only against the Resolutions at the EGM. None of the Independent Shareholders had indicated in the Circular of his/her intention to vote against or to abstain from voting on any of the Resolutions at the EGM.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

Except for Ms. Wu Jing who was unable to attend the EGM due to other business commitment, all other Directors had attended the EGM. Ms. Lung Yuet Kwan attended the EGM in person while Mr. Zhang Jian, Mr. Hui Yat On, Mr. Wan Jian, Mr. Gu Zengcai, Mr. Gu Weiwen and Mr. Zhai Feiquan attended the EGM by electronic means.

INCREASE IN AUTHORISED SHARE CAPITAL

The Board is pleased to announce that the Increase in Authorised Share Capital has been approved at the EGM. The authorised share capital of the Company has been increased to HK\$300,000,000 divided into 1,500,000,000 Shares effective on 14 September 2023.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS FOR THE RIGHTS ISSUE

Pursuant to the expected timetable in the Circular, the last day of dealings in the Shares on a cum-rights basis will be on Monday, 18 September 2023, and the Shares will be dealt with on an ex-rights basis from Tuesday, 19 September 2023.

DESPATCH OF THE PROSPECTUS DOCUMENTS

The Company will proceed with the Rights Issue in accordance with the expected timetable in the Circular. It is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders, and the Prospectus only will be despatched to the Non-Qualifying Shareholders (if any, for their information only), on Thursday, 28 September 2023. Qualifying Shareholders are reminded that according to the expected timetable in the Circular, the Latest Time for Acceptance of and payment for the Rights Shares will be 4:00 p.m. on Friday, 13 October 2023.

WARNING

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon satisfaction of the conditions as set out in the paragraph headed "Conditions of the Rights Issue" in the Circular. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

The Shares are expected to be dealt in on an ex-rights basis from Tuesday, 19 September 2023. Dealings in the Rights Shares in nil-paid form are expected to take place from Tuesday, 3 October 2023 to Tuesday, 10 October 2023 (both dates inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

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

Hong Kong, 14 September 2023

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