THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 Art Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

ART GROUP HOLDINGS LIMITED
錦藝集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 565)

PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 2 to 4 of this circular.

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular. A notice convening the AGM to be held at Suites 4610-4619, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 19 December 2025 at 3:00 p.m. is set out on pages 8 to 10 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time fixed for holding the AGM (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

No beverage or refreshments will be served, and no corporate gifts will be distributed at the AGM.

30 October 2025

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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement contained herein or this circular misleading.

TABLE OF CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 2

APPENDIX I – DETAILS OF RETIRING DIRECTORS WHO ARE PROPOSED TO BE RE-ELECTED AT THE AGM 5

NOTICE OF AGM 8

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

"AGM"	the annual general meeting of the Company to be convened and held at Suites 4610-4619, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 19 December 2025 at 3:00 p.m. or any adjournment thereof;
"Articles"	the articles of association adopted by the Company on 14 December 2022 and currently in force;
"Board"	the board of Directors;
"Company"	Art Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange;
"Director(s)"	the director(s) of the Company;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Latest Practicable Date"	24 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange;
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time;
"Share(s)"	the ordinary share(s) of HK$0.01 each in the share capital of the Company;
"Share Registrar"	the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong;
"Shareholder(s)"	the registered holder(s) of Share(s); and
"Stock Exchange"	The Stock Exchange of Hong Kong Limited.

ART GROUP HOLDINGS LIMITED
錦藝集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 565)

Executive Directors:
Mr. Su Peixin *(Chairman)*
Dr. Wong Ho Yin *(Chief Executive Officer)*
Mr. Yao Linying
Mr. Chen Jinyan

Independent non-executive Directors:
Mr. Chong Hon Wang
Ms. Chuang Yin Lam
Ms. Wang Yuqin

Registered office:
P.O. Box 31119
Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Head office and principal place of business in Hong Kong:
31st Floor
Chinachem Century Tower
No. 178 Gloucester Road
Wan Chai
Hong Kong

30 October 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, among others:

(i) the re-election of retiring Directors; and

(ii) to give you notice of the AGM.

II. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. Su Peixin, Dr. Wong Ho Yin, Mr. Yao Linying and Mr. Chen Jinyan and the independent non-executive Directors were Mr. Chong Hon Wang, Ms. Chuang Yin Lam and Ms. Wang Yuqin.

Pursuant to Article 87 of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), 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 by rotation at least once every three (3) years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Pursuant to Article 86(3) of the Articles, any Director appointed by the Board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, Dr. Wong Ho Yin, Ms. Chuang Yin Lam, Mr. Chen Jinyan, Ms. Wang Yuqin and Mr. Yao Linying, who being eligible, will retire from office and offer themselves for re-election at the AGM.

With the assistance and recommendation from the nomination committee of the Company, the Board has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to gender, age, cultural and ethnic background, professional qualification, skills, knowledge and length of service and decided to propose the re-election of Ms. Chuang Yin Lam and Ms. Wang Yuqin, the independent non-executive Directors, at the AGM. Having made all necessary and reasonable enquiries, the Board is satisfied that Ms. Chuang Yin Lam and Ms. Wang Yuqin have no financial, business or family relationships with any other Directors, senior management of the Company or substantial or controlling Shareholders. In addition, the Board has assessed and reviewed their written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that they remain independent.

The biographical details, interests in the Shares and other information required to be disclosed pursuant to rule 13.51(2) of the Listing Rules of the Directors proposed for re-election at the AGM are set out in the Appendix to this circular.

III. RE-APPOINTMENT OF AUDITORS

The Board (agreeing to the view of the audit committee) recommended that, subject to the approval of Shareholders at the AGM, Confucius International CPA Limited be re-appointed as the auditor of the Company for the year ending 30 June 2026 and that the Board be authorised to fix its remuneration.

IV. THE AGM AND CLOSURE OF REGISTER OF MEMBERS

A notice convening the AGM to be held Suites 4610-4619, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 19 December 2025 at 3:00 p.m. is set forth on pages 8 to 10 of this circular.

The register of members of the Company will be closed from Tuesday, 16 December 2025 to Friday, 19 December 2025 (both days inclusive), during which period no transfer of Shares will be registered, for the purpose of determining the Shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Share Registrar for registration not later than 4:30 p.m. on Monday, 15 December 2025. The record date for determining the eligibility of the Shareholders to attend and vote at the Annual General Meeting will be Friday, 19 December 2025.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time fixed for holding the AGM (or any adjournment thereof) to the Share Registrar. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

V. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors (including the independent non-executive Directors) recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

VI. GENERAL

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

Your attention is drawn to the information as set out in the appendix to this circular.

The English text of this circular shall prevail over the Chinese text for purpose of interpretation.

Yours faithfully
For and on behalf of the Board
Art Group Holdings Limited
Su Peixin
Chairman

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles.

1. DR. WONG HO YIN

Dr. Wong Ho Yin (黃浩賢) ("**Dr. Wong**"), aged 39, was appointed as an executive Director and the chief executive officer of the Company in November 2024. Dr. Wong is a certified financial consultant and has over 14 years of investment and capital market experience. Dr. Wong has acted as an IPO consultant and pre-IPO strategic investor for numerous listed companies and specializes in mergers and acquisitions during the years. From June 2017 to September 2021, he acted as investment director in China Fund Limited. From 28 November 2023 to 19 April 2024, he was an executive director in KNT Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1025). Dr. Wong graduated from University of London with a Bachelor of Science in Banking and Finance in 2008, and subsequently obtained a Doctor of Professional Studies in Business Administration from Lincoln University College in April 2020.

Dr. Wong has entered into a service agreement with the Company for a term of one year commencing from 5 November 2024 and, subject to mutual agreement, will continue thereafter unless terminated earlier by either the Company or Dr. Wong by giving one (1) month's notice in writing. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Dr. Wong is entitled to a remuneration of HK$50,000 per month, which is determined with reference to the prevailing market situation and his duties and responsibilities within the Company.

2. MS. CHUANG YIN LAM

Ms. Chuang Yin Lam (莊賢琳) ("**Ms. Chuang**"), aged 34, was appointed as an independent non-executive Director in March 2025. Ms. Chuang has over 10 years of experience in corporate advisory and business development. She currently takes up a dual role in Georgeson LLC, associated company of Computershare Hong Kong Investor Services Limited, as senior manager and personal assistant to global chief operating officer, Georgeson. Ms. Chuang was the independent non-executive director of Differ Group Auto Limited (stock code: 6878), the shares of which are listed on the Main Board of the Stock Exchange from 15 May 2023 to 19 March 2025. Ms. Chuang graduated from University of New South Wales, Australia in 2014 with a Bachelor of Media degree in Public Relations and Advertising.

Ms. Chuang has entered into a service agreement with the Company for a term of three years commencing from 26 March 2025, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Ms. Chuang is entitled to a director's fee of HK$120,000 per annum, which is determined with reference to the fees paid by comparable companies, time commitment, responsibilities of Ms. Chuang and the Company's performance.

3. MR. CHEN JINYAN

Mr. Chen Jinyan (陳錦艷) ("**Mr. Chen**"), aged 56, is the founder of the Group and the executive Director of the Company. Mr. Chen has over 11 years of experience in property operations. Mr. Chen obtained a Diploma in the Design of Textile Products from the Textile Engineering Faculty of Jiangxi Textile Industry Academy (江西紡織工業學院) and thereafter had over 28 years of experience in the textile industry. He is the executive director and executive vice president of China Federation of Overseas Chinese Entrepreneurs (中國僑商聯合會) and the president of Henan Province Overseas Chinese Entrepreneurs (河南省僑商聯合會).

Mr. Chen has entered into a service contract with the Company for a term of two (2) years commencing from 1 September 2024 and will continue thereafter for such period unless terminated earlier by either the Company or Mr. Chen by giving at least three (3) months' notice in writing. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Chen's remuneration has been fixed at approximately HK$1,800,000 per annum, with reference to the prevailing market situation and his duties and responsibilities within the Company.

As at the Latest Practicable Date, Mr. Chen was interested in 597,280,000 Shares, of which 3,800,000 Shares were held by Mr. Chen as a beneficial owner, and the remaining 593,480,000 Shares were held by a corporation controlled by Mr. Chen.

4. MS. WANG YUQIN

Ms. Wang Yuqin (王玉琴) ("**Ms. Wang**"), aged 70, was appointed as an independent non-executive Director in September 2021. Ms. Wang has over 25 years of experience in accounting before her retirement in May 2006. Ms. Wang was the finance manager of Henan Songyue Group Zhengzhou Yufeng Textile Co., Ltd.* ("**Yufeng**")(河南嵩嶽集團鄭州豫豐紡織有限公司) from 1982 to 1996 and the financial controller of Yufeng from 1996 to 2006. Ms. Wang had obtained a graduation certificate in Accounting from Henan Finance and Economics Academy* (河南財經學院) (now known as Henan University of Economics and Law* (河南財經政法大學)).

Ms. Wang has entered into a service contract with the Company for a fixed term of one year commencing from 19 September 2025 and will continue thereafter for such period unless terminated earlier by either the Company or Ms. Wang by giving at least two months' notice in writing. She will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Ms. Wang is entitled to a director's fee of HK$36,000 per annum, which is determined with reference to the fees paid by comparable companies, time commitment, responsibilities of Ms. Wang and the Company's performance.

* *For identification purpose only*

5. MR. YAO LINYING

Mr. Yao Linying (姚霖穎) ("**Mr. Yao**"), aged 39, was appointed as an executive Director in June 2024. Mr. Yao was the president of Nuoyang Qianhai Equity Investment Fund Management (Shenzhen) Co., Ltd.* (諾揚前海股權投資基金管理(深圳)有限公司), an investment management company, since May 2016, during which he was mainly responsible for the day-to-day operational management of the company and participated in the formulation, and execution of the company's operation strategies. From June 2013 to July 2014, Mr. Yao worked in Qianhai Equity Trading Investment Holdings (Shenzhen) Co., Ltd.* (前海股交投資控股(深圳)有限公司), an investment company, as a project manager in the investment bank division and mainly responsible for project development and negotiation, basic research on projects, and co-ordination and follow-up of project implementation. From September 2014 to May 2016, Mr. Yao worked in Yongtaihe Industrial (Shenzhen) Co., Ltd.* (永太和實業(深圳)有限公司), a printing technology consultancy company, as an investment manager, during which he was mainly responsible for screening, reviewing, research and analysis of the company's external investment projects, and post-investment management and follow-ups.

Mr. Yao has entered into a service agreement with the Company for a fixed term of one year commencing from 24 June 2024 and expiring on 23 June 2025 (both days inclusive), and subject to mutual agreement, his appointment will continue thereafter. Mr. Yao will be subject to the retirement by rotation and re-election in accordance with the Articles. His appointment will be terminated by either the Company or Mr. Yao giving one month's written notice. He is entitled to a director's emolument of HK$480,000 per annum, which is commensurate with his duties and responsibilities as an executive Director and the prevailing market situation.

Save as disclosed hereof, as at the Latest Practicable Date, and to the best knowledge and belief of the Board, the Directors confirmed that:

(a) each of the above Directors is not connected with any Director, senior management, substantial Shareholder or controlling Shareholder (as defined in the Listing Rules) of the Company;

(b) each of the above Directors has no other interests in the Shares which are required to be disclosed under Part XV of the SFO;

(c) each of the above Directors did not hold any other directorships in listed public companies in the last three (3) years;

(d) there is no information that needs to be disclosed pursuant to any of the requirements as set out in rule 13.51(2)(h) to (v) of the Listing Rules; and

(e) the Company is not aware of any other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Directors.

* *For identification purpose only*

ART GROUP HOLDINGS LIMITED
錦藝集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 565)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Art Group Holdings Limited (the "**Company**") will be held at Suites 4610-4619, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 19 December 2025 at 3:00 p.m. for the following purposes:–

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 30 June 2025 and the reports of the directors (the "**Directors**") and the independent auditor of the Company for the year ended 30 June 2025.

2. (A) To re-elect Dr. Wong Ho Yin as an executive Director.

   (B) To re-elect Ms. Chuang Yin Lam as an independent non-executive Director.

   (C) To re-elect Mr. Chen Jinyan as an executive Director.

   (D) To re-elect Ms. Wang Yuqin as an independent non-executive Director.

   (E) To re-elect Mr. Yao Linying as an executive Director.

3. To authorise the board of Directors to fix the remuneration of the Directors.

4. To re-appoint Confucius International CPA Limited as the auditor of the Company and to authorise the board of Directors to fix the remuneration of the auditor of the Company.

By order of the Board
Art Group Holdings Limited
Su Peixin
Chairman

Hong Kong, 30 October 2025

Registered office:–
P.O. Box 31119
Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Principal place of business in Hong Kong:–
31st Floor
Chinachem Century Tower
No. 178 Gloucester Road
Wan Chai
Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the annual general meeting of the Company is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.

2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting or at any adjournment thereof, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. The register of members of the Company will be closed from Tuesday, 16 December to Friday, 19 December 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting of the Company, all completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 15 December 2025. The record date for determining the eligibility of the Shareholders to attend and vote at the Annual General Meeting will be Friday, 19 December 2025.

4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting of the Company (or any adjournment thereof).

5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.

6. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 1:00 p.m. on the date of the AGM but before it has commenced, the AGM will be postponed. The Company will publish an announcement on the HKExnews website of the Stock Exchange at https://www.hkexnews.hk and on the website of the Company at https://artgroup.etnet.com.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

7. Delivery of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting of the Company convened and, in such event, the form of proxy shall be deemed to be revoked.

8. No beverage or refreshments will be served, and no corporate gifts will be distributed at the AGM.

9. The translation into Chinese language of the above notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises the following directors:

Executive Directors:
Mr. Su Peixin *(Chairman)*
Dr. Wong Ho Yin *(Chief Executive office)*
Mr. Yao Linying
Mr. Chen Jinyan

Independent non-executive Directors:
Mr. Chong Hon Wang
Ms. Chuang Yin Lam
Ms. Wang Yuqin