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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)

VOLUNTARY ANNOUNCEMENT BUSINESS UPDATE

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Art Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) on a voluntary basis to provide the shareholders (the “**Shareholders**”) and potential investors of the Company with an update on the latest business development of the Group.

Reference is made to the announcement (the “**Announcement**”) of the Company dated 16 June 2026 in relation to, among others, the acquisition of 17.90% equity interests in Edgeon Data Co. Ltd (“**Edgeon**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

FURTHER ACQUISITION OF 6.87% EQUITY INTERESTS IN EDGEON

The Board is pleased to announce that the Purchaser and the Seller has recently entered into a sale and purchase agreement (the “**Sale and Purchase Agreement II**”), pursuant to which the Purchaser has agreed to purchase, and the Seller has agreed to sell 583,712 shares in Edgeon, representing approximately 6.87% of the issued share capital of Edgeon, at a consideration of KRW585,754,992 (equivalent to approximately HK\$2,929,000) (the “**Further Acquisition**”).

As at the date of this announcement, completion of the Further Acquisition has taken place, and the Group’s equity interests in Edgeon increased from approximately 17.90% to 24.77% immediately after the completion.

DEEMED DISPOSAL OF 10.10% EQUITY INTERESTS IN EDGEON

The Board would also like to announce that Edgeon has recently allotted and issued 5,852,115 new shares to one of its shareholders, representing approximately 40.78% of the enlarged issued share capital of Edgeon (the “**Share Issuance**”). The Share Issuance resulted in the reduction of the Group’s equity interest in Edgeon from approximately 24.77% to 14.67%, and constitutes a deemed disposal of approximately 10.10% equity interest in Edgeon (the “**Deemed Disposal**”).

REASONS FOR AND BENEFIT OF THE FURTHER ACQUISITION AND THE DEEMED DISPOSAL

As disclosed in the Announcement, the Board considers the Further Acquisition an extension of its property operating business and a commencement of its data centre business, enabling the Group to provide space and ancillary services to customers by holding or leasing land and buildings, and generate rental and service fee income therefrom. Immediately after the completion of the Further Acquisition, the Group’s equity interest in Edgeon increased from approximately 17.90% to 24.77%. The Board therefore considers that the Further Acquisition could maintain the Group’s equity interest in Edgeon, in particular taking into account the dilution of shareholding resulted from the Share Issuance, and thus the Group’s share of its profit, which is in line with the Group’s scheduled plan and development strategy.

In respect of the Share Issuance, as Edgeon requires sufficient working capital to proceed with the Project, the Share Issuance is expected to improve the cashflows and/or the debt level of Edgeon, thereby supporting the business operation of Edgeon.

In view of the above, the Board (including the independent non-executive Directors) considered that notwithstanding that the Further Acquisition and the Deemed Disposal are not in the ordinary and usual course of business of the Group, the terms of the Sale and Purchase Agreement II and the Share Issuance and the respective transactions contemplated thereunder are on normal commercial terms after arm’s length negotiation, fair and reasonable, and in the interest of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As all applicable percentage ratios (as defined under the Listing Rules) in respect of the Further Acquisition are less than 5%, the Further Acquisition, on a standalone basis, does not constitute a disclosable transaction under Chapter 14 of the Listing Rules.

As all applicable percentage ratios (as defined under the Listing Rules) in respect of the Deemed Disposal are less than 5%, the Deemed Disposal, on a standalone basis, does not constitute a disclosable transaction under Chapter 14 of the Listing Rules.

The highest applicable percentage ratio (as defined under the Listing Rules) in respect of the transactions contemplated under (i) the Sale and Purchase Agreement; (ii) the Sale and Purchase Agreement II; (iii) the Shareholder Loan Agreement; and (iv) the Deemed Disposal, on an aggregated basis, did not result in a higher classification than the transactions contemplated under the Sale and Purchase Agreement and the Shareholder Loan Agreement as disclosed in the Announcement.

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

Hong Kong, 2 October 2026

As at the date of this announcement, the executive directors of the Company are Mr. Su Peixin, Dr. Wong Ho Yin, Mr. Yao Linying and Mr. Du Zhenluan; and the independent non-executive directors of the Company are Mr. Chong Hon Wang, Ms. Chuang Yin Lam and Ms. Wang Yuqin.