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).

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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)

PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 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 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong on Friday, 18 December 2026 at 3:00 p.m. is set out on pages 14 to 18 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, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 2026

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.

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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 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong on Friday, 18 December 2026 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;
"associates"	has the meaning ascribed to it under the Listing Rules;
"Board"	the board of Directors;
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC;
"close associate(s)"	has the meaning ascribed to it under the Listing Rules;
"Company"	Art Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange;
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Group"	the Company and its subsidiaries from time to time;
"HKSCC"	Hong Kong Securities Clearing Company Limited;
"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;
"Issue Mandate"	a general mandate to be granted to the Directors at the AGM to allot, issue and otherwise deal with Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing the resolution plus the amount representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate;

"Latest Practicable Date"	26 October 2026, 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;
"PRC"	the People's Republic of China;
"Repurchase Mandate"	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of such resolution;
"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, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong;
"Shareholder(s)"	the registered holder(s) of Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited.
"Takeovers Codes"	the Codes on Takeovers and Mergers and Share Buy-backs;
"treasury shares"	has the meaning ascribed to it under the Listing Rules; and
"%"	per cent.

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. Du Zhenluan

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 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES 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 grant of the Issue Mandate to the Directors to allot, issue and deal with Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing the resolution;

(ii) the grant of the Repurchase Mandate to the Directors to repurchase Shares not exceeding 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing the resolution;

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

(iv) to give you notice of the AGM.

II. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

In order to give the Company the financial flexibility to capture real time market opportunities as well as to enhance Shares' value timely through repurchasing and issuing Shares as and when appropriate, the Board considers that it is in the interests of the Company and Shareholders as a whole to grant the Directors such mandates. At the AGM, separate ordinary resolutions will be proposed to grant the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution; (ii) to exercise all powers of the Company to repurchase issued and fully paid Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution; and (iii) to extend the general mandate granted to the Directors as mentioned in (i) above to allot, issue and deal with additional number of Shares (including any sale or transfer of treasury shares out of treasury) representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate shall continue in force during the period ending on the earliest of (a) the date of the next annual general meeting; (b) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

The existing Issue Mandate and the existing Repurchase Mandate granted to the Company by resolutions passed by the Shareholders in the extraordinary general meeting of the Company on 3 July 2026 will expire at the AGM. As at the Latest Practicable Date, the total number of issued Shares was 2,688,805,163 Shares. Assuming that there is no change in the number of issued Shares between the period from the Latest Practicable Date to the date of the AGM, and subject to the passing of the ordinary resolutions approving the Issue Mandate and the Repurchase Mandate, exercising the Repurchase Mandate in full will result in up to 268,880,516 Shares being purchased by the Company, and pursuant to the Issue Mandate, the Directors will be authorised to allot, issue or otherwise deal with up to 537,761,032 Shares, and to the extent the Repurchase Mandate is exercised, plus the additional number of Shares representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate.

Explanatory statement

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is provided to you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Repurchase Mandate to the Directors.

III. 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. Du Zhenluan 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. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires. 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. Any Director appointed pursuant to Article 86(2) or Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, Mr. Su Peixin, Mr. Du Zhenluan and Mr. Chong Hon Wang, 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 Mr. Chong Hon Wang, the independent non-executive Director, at the AGM. Having made all necessary and reasonable enquiries, the Board is satisfied that Mr. Chong Hon Wang has 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 II to this circular.

IV. RE-APPOINTMENT OF AUDITORS

The consolidated financial statements of the Group for the year ended 30 June 2026 were audited by Confucius International CPA Limited whose terms of office will expire upon the conclusion of the AGM. With the recommendation of the audit committee of the Company, the Board also resolved to re-appoint Confucius International CPA Limited as the auditor of the Company to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders by way of ordinary resolution at the AGM. The estimated audit fee as preliminarily agreed with and payable to the Auditor for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 30 June 2027 is expected to be around HK$1.6 million (exclusive of disbursements).

The audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and the Auditor. The estimation takes into account various factors such as the size and the structure of the Group, the nature and complexity of the Group's business, and expected scope, timetable and direction of the audit and the time and resources deployed by the Auditor.

Furthermore, the estimated audit fee assumes there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit.

V. THE AGM AND CLOSURE OF REGISTER OF MEMBERS

A notice convening the AGM to be held 9/F, Henley Building, 5 Queen's Road, Central, Hong Kong on Friday, 18 December 2026 at 3:00 p.m. is set forth on pages 14 to 18 of this circular.

The register of members of the Company will be closed from Tuesday, 15 December 2026 to Friday, 18 December 2026 (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 4:00 p.m. on Monday, 14 December 2026. The record date for determining the eligibility to attend and vote at the AGM will be Friday, 18 December 2026.

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.

VI. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for the grant of the Issue Mandate, the Repurchase Mandate and 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.

VII. 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 appendices 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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Repurchase Mandate for your consideration.

LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(i) Shareholders' approval

All proposed purchase of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

(ii) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate number of issued Shares (excluding treasury shares) as at the date of the passing of the proposed resolution granting the Repurchase Mandate.

As at the Latest Practicable Date, the Company had 2,688,805,163 Shares in issue. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the EGM, the exercise of the Repurchase Mandate in full would result in up to 268,880,516 Shares being repurchased by the Company during the period prior to (i) the next annual general meeting of the Company following the passing of the resolution referred to herein; or (ii) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles; or (iii) the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

(iii) Reason for repurchase

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

(iv) Treatment of repurchased Shares

The Shares repurchased under the Repurchase Mandate might be cancelled or held as treasury shares as determined by the Directors, depending on the market conditions and the Group's capital management needs at the relevant time of the repurchases.

For those treasury shares not directly held by the Company but are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such treasury shares. Such measures will include (i) procuring the relevant broker not to give instructions to HKSCC to vote at general meetings of the Company for such treasury shares; and (ii) in case of dividends or distributions, the Company shall give instructions to the Share Registrar to exclude such treasury shares in determining HKSCC's entitlements to the dividends or distributions and notify (or procure the relevant broker to notify) HKSCC the number of treasury shares held with CCASS, or alternatively, withdraw the treasury shares from CCASS and either register them in the Company's own name or cancel them, in each case before the record date for the dividend or distributions.

(v) Funding of repurchase

In repurchasing securities, a company may only apply funds legally available for such purpose in accordance with its constitutional documents and the laws of the jurisdiction in which the Company was incorporated.

The Company is empowered by the Articles to repurchase its Shares. The Cayman Islands law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profit that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company. Under the Cayman Islands laws, the repurchased Shares will remain part of the authorised but unissued share capital.

As compared with the financial position of the Company as at 30 June 2025 (being date of its latest audited accounts), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate was to be exercised in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) of the Company.

(vi) Connected parties

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of their close associates has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, nor has he/she undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

(vii) Undertaking by Directors

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands the Articles of Association and/or other applicable laws, as the case may be.

Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

(viii) Takeovers Codes

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

The Directors are not aware of any consequences of such repurchases of Shares that would result in any Shareholder, or a group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Codes if the Repurchase Mandate is exercised in full. Assuming that there will be no change in the number of issued Shares and the number of Shares held by the public prior to the repurchase of Shares, and if the Repurchase Mandate is exercised in full, the percentage shareholding of the public would not be less than 25% of the number of issued shares of the Company. It is not the intention of the Directors to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in less than 25% of the number of issued shares of the Company being held by the public.

SHARE PURCHASE MADE BY THE COMPANY

During six (6) months preceding the date of this circular, no Shares have been repurchased by the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve (12) months up to the Latest Practicable Date were as follows:–

Month	Price Per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
October	1.92	1.22
November	1.82	1.36
December	1.62	1.32
2026		
January	1.42	1.30
February	2.38	1.28
March	3.50	1.88
April	3.01	2.40
May	3.36	2.64
June	3.16	2.58
July	3.34	2.50
August	3.49	2.71
September	5.45	3.14
October (up to the Latest Practicable date)	4.59	3.36

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. MR. SU PEIXIN

Mr. Su Peixin (蘇培欣) ("**Mr. Su**"), aged 36, is appointed as an executive Director and Chairman since August 2024 and November 2024, respectively. Mr. Su has over 15 years of experiences in the property development industry. Mr. Su worked for Fujian Quanzhuo Nanan City Xinyi Property Development Co. Ltd.* (福建泉州南安市鑫溢房地產開發有限公司) and served as the project vice-president and supervisor (項目副總兼監事) from May 2010 to December 2014, a director and the sales director (董事兼銷售總監) from December 2014 to December 2018 and a director and the operation director (董事兼運營總監) from December 2018 to June 2021. Before joining the Company, Mr. Su worked for Hebei Hong Pu Real Estate Co. Ltd.* (河北鴻樸置業有限公司) as the chief executive officer (行政總裁) from August 2021.

Mr. Su has entered into a service agreement with the Company for a fixed term of one year commencing from 21 August 2025 and expiring on 20 August 2026 (both days inclusive), and subject to mutual agreement, his appointment will continue thereafter. Mr. Su is subject to the retirement by rotation and re-election in accordance with the Articles. His appointment will be terminated by either party giving one month's written notice. He is entitled to a director's emolument of HK$600,000 per annum, which is commensurate with his duties and responsibilities as an executive Director of the Company, and the prevailing market situation.

2. MR. DU ZHENLUAN

Mr. Du Zhenluan (杜振鑾), aged 52, obtained his bachelor's degree in accounting from the Xi'an University of Technology in July 1999. From July 1999 to May 2002, he served as a software development engineer at Fujian Boshi E-Government Technology Co., Ltd.* (福建博思電子政務科技有限公司) (formerly known as Fujian Huaxing Accounting & Computer Co., Ltd.* (福建華興財會電腦有限責任公司), Fujian Huaxing Technology Co., Ltd.* (福建華興科技有限責任公司)). From May 2002 to December 2015, he held several positions at Fuzhou Huaguan Knitting and Spinning Co., Ltd.* (福州華冠針紡織品有限公司), including accounting supervisor and finance manager. He also served as the chief financial officer at Zhengzhou Jiachao Property Services Co., Ltd.* (鄭州佳潮物業服務有限公司), and Zhengzhou Zhongyuan Jinyi Commercial Operation Management Co., Ltd.* (鄭州中原錦藝商業運營管理有限公司), a wholly-owned subsidiary of the Company, from January 2016 to March 2021, and from April 2021 to January 2022, respectively. Since February 2022, Mr. Du has served as the chief financial officer at Zhengzhou Jinfu Commercial Management Co., Ltd.* (鄭州金福商業管理有限公司), a wholly-owned subsidiary of the Company.

Mr. Du is entitled to an annual director's remuneration of HK$195,000, which is determined with reference to the prevailing market conditions and director's duties and responsibilities, and shall be reviewed by the remuneration committee of the Company from time to time. Mr. Du's appointment will be subject to retirement and re-election in accordance with the articles of association of the Company.

* *For identification purpose only*

3. MR. CHONG HON WANG

Mr. Chong Hon Wang (莊瀚宏) ("**Mr. Chong**"), aged 52, has over 28 years of experience in auditing, accounting services. He was appointed as an independent non-executive Director in July 2024. He is the chairman of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Chong obtained a Bachelor degree of Arts in Accountancy from the Hong Kong Polytechnic University in 1996. He is a Certified Public Accountant (Practising) and a Chartered Tax Adviser in Hong Kong. Mr. Chong obtained a Bachelor's degree of Arts in Accountancy from the Hong Kong Polytechnic University in 1996, followed by his study as an External Student with a Master's degree of Science in Financial Management from the University of London in 1998. Mr. Chong was also granted a Bachelor's degree of Laws from Tsinghua University in China in 2005. Mr. Chong has over 28 years of experience in auditing and accounting services.

Mr. Chong has entered into a letter of appointment with the Company as an independent non-executive Director for a fixed term of one year commencing from 25 July 2024. Mr. Chong 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 Mr. Chong and the Company's performance.

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.

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 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong on Friday, 18 December 2026 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 2026 and the reports of the directors (the "**Directors**") and the independent auditor of the Company for the year ended 30 June 2026.

2. (A) To re-elect Mr. Su Peixin as an executive Director.

   (B) To re-elect Mr. Du Zhenluan as an executive Director.

   (C) To re-elect Mr. Chong Hon Wang as an independent non-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.

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(A) "**THAT**

(a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares in the share capital of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (or in the case of treasury shares, sold or transferred) (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible persons of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

"**Relevant Period**" means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and

(iii) the date of which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People's Republic of China)."

(B) "**THAT**

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company which may be purchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

(C) "**THAT** conditional upon Resolutions 5(A) and 5(B) set out above being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 5(B) above shall be added to the number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Resolution 5(A) above."

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

Hong Kong, 30 October 2026

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, 15 December to Friday, 18 December 2026 (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, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 14 December 2026. The record date for determining the eligibility of the Shareholders to attend and vote at the Annual General Meeting will be Friday, 18 December 2026.

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, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 Officer)*
Mr. Yao Linying
Mr. Du Zhenluan

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