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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, certified public accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Artini Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or registered dealer in securities, through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Artini Holdings Limited**

**雅天妮集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 789)**

**PROPOSED SHARE CONSOLIDATION,  
PROPOSED CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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Capitalised terms used on this cover page shall have the same meanings as defined in this circular, unless the context requires otherwise.

A notice convening the SGM to be held at Unit No. 8502, Level 85, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Thursday, 16 July 2026, at 9:30 a.m. is set out on pages 13 to 15 of this circular. Whether you are able to attend the SGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, located at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the SGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the SGM (or any adjournment of such meeting) and voting in person should you so wish.

23 June 2026

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## DEFINITIONS

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

“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are open for business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the operational procedures of the CCASS, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force
“Change in Board Lot Size”	the proposed change in board lot size of the Shares from 20,000 Existing Shares to 5,000 Consolidated Shares
“Company”	Artini Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Consolidated Share(s)”	ordinary shares of par value of HK\$0.25 each in the share capital of the Company after the Share Consolidation becomes effective
“Directors”	the directors of the Company
“Existing Share(s)”	ordinary shares of par value of HK\$0.05 each in the share capital of the Company before the Share Consolidation becomes effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 June 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be convened on Thursday, 16 July 2026 for the purpose of considering and, if thought fit, approving the Share Consolidation
“SGM Notice”	the notice convening the SGM set out on pages 13 to 15 of this circular
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Share Consolidation”	the proposed share consolidation on the basis that every five (5) issued Existing Shares be consolidated into one (1) Consolidated Share and to round down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by disregarding each and every fractional Consolidated Share which would otherwise arise therefrom
“Shareholders”	holders of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## EXPECTED TIMETABLE

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*The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the fulfillment of conditions for the implementation of the Share Consolidation and Change in Board Lot Size as set out in this circular and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.*

<b>Event</b>	<b>Timeline 2026</b>
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Latest date and time for lodging transfers of Shares to qualify for attendance and voting at the SGM. . . . .	4:00 p.m. on Friday, 10 July 2026
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Closure of register of members of the Company to determine the entitlements of the Shareholders to attend and vote at the SGM. . . . .	Monday, 13 July 2026 to Thursday, 16 July 2026 (both days inclusive)
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Latest time for lodging proxy forms for the SGM . . . . .	9:30 a.m. on Tuesday, 14 July 2026
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Record date for determining attendance and voting at the SGM . . . . .	Thursday, 16 July 2026
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Date and time of the SGM . . . . .	9:30 a.m. on Thursday, 16 July 2026
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Announcement of poll results of the SGM. . . . .	Thursday, 16 July 2026
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*The following events are conditional upon the fulfillment of conditions for the implementation of the Share Consolidation and Change in Board Lot Size as set out in this circular. Subject to the above, the following timetable, including but not limited to, the effective date of the Share Consolidation, will remain unchanged even if that day is a severe weather trading day.*

Effective date of the Share Consolidation . . . . .	Monday, 20 July 2026
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First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares. . . . .	Monday, 20 July 2026
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Dealings in the Consolidated Shares commence . . . . .	9:00 a.m. on Monday, 20 July 2026
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## EXPECTED TIMETABLE

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Event	Timeline 2026
Original counter for trading in the Existing Shares, in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Monday, 20 July 2026
Temporary counter for trading in the Consolidated Shares, in board lots of 4,000 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Monday, 20 July 2026
Original counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens . . . . .	9:00 a.m. on Monday, 3 August 2026
Parallel trading in the Consolidated Shares (in the form of both existing share certificates and new share certificates) commences. . . . .	9:00 a.m. on Monday, 3 August 2026
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares. . . . .	9:00 a.m. on Monday, 3 August 2026
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares. . . . .	4:00 p.m. on Friday, 21 August 2026
Temporary counter for trading in board lots of 4,000 Consolidated Shares (in the form of existing share certificates) closes. . . . .	4:10 p.m. on Friday, 21 August 2026
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) ends . . . . .	4:10 p.m. on Friday, 21 August 2026
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	4:30 p.m. on Tuesday, 25 August 2026

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## LETTER FROM THE BOARD

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### **Artini Holdings Limited** **雅天妮集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 789)**

*Executive Directors:*

Mr. Chen Long (*Chairman*)

Mr. Chen Shaojia (*Chief Executive*)

*Independent Non-executive Directors:*

Mr. Yuen Wai Kin

Ms. Ji Lingzi

Mr. Ma Sai Yam

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal Place of Business  
in Hong Kong:*

Unit No. 8502, Level 85

International Commerce Centre

1 Austin Road West

Kowloon

Hong Kong

23 June 2026

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION,  
PROPOSED CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information relating to the resolution to be proposed at the SGM in respect of (i) the implementation of the Share Consolidation on the basis that every five (5) Existing Shares of par value of HK\$0.05 each be consolidated into one (1) Consolidated Share of par value of HK\$0.25 each; (ii) the change in board lot size from 20,000 Existing Shares to 5,000 Consolidated Shares, and to give notice of the SGM.

#### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every five (5) Existing Shares of par value of HK\$0.05 each be consolidated into one (1) Consolidated Share of par value of HK\$0.25 each.

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## LETTER FROM THE BOARD

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### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$300,000,000 divided into 6,000,000,000 Shares of par value of HK\$0.05 each, and there are 1,323,968,128 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the SGM, upon the Share Consolidation becoming effective, there will be 264,793,625 whole Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will be HK\$300,000,000 divided into 1,200,000,000 Consolidated Shares of par value of HK\$0.25 each. Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the Change in Board Lot Size and the payment to be made to Shareholders in relation to fractional Consolidated Shares to which they would otherwise be entitled as mentioned in the paragraph headed “Entitlement of Fractional Consolidated Shares” below, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders would otherwise be entitled. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

### Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements and the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required (if any) under the applicable laws of Bermuda and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Monday, 20 July 2026. As at the Latest Practicable Date, none of the above conditions have been fulfilled.

### Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

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## LETTER FROM THE BOARD

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Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares in issue are listed or dealt on any stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares in issue are traded on the Stock Exchange in the board lot size of 20,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 20,000 Existing Shares to 5,000 Consolidated Shares.

Based on the closing price of HK\$0.330 per Existing Share (equivalent to the theoretical closing price of approximately HK\$1.650 per Consolidated Share) as at the Latest Practicable Date, (i) the market value of each board lot of 20,000 Existing Shares is HK\$6,600; (ii) the market value of each board lot of 20,000 Consolidated Shares would be HK\$33,000, assuming the Share Consolidation has become effective; and (iii) the estimated market value of each board lot of 5,000 Consolidated Shares would be HK\$8,250 on the assumption that the Change in Board Lot Size has also become effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

### **REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with consolidation or splitting of its securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited (the “**Guide**”) has further stated that, among other things, the market price of the shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules.

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## LETTER FROM THE BOARD

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The Shares have been trading around HK\$0.3 for most of the time during the past six months. In view of the prevailing trading prices and the historical fluctuations in the market price of the Shares, the Board considers that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per Share. This serves as a proactive measure to prevent the market price of the Shares from approaching the extremities of HK\$0.10 in order to comply with the trading requirements of the Listing Rules.

The Board has carefully considered the potential impact of the Share Consolidation on the trading liquidity of the Shares. By implementing the Change in Board Lot Size concurrently with the Share Consolidation, the Board ensures that the new board lot value will not be adjusted to an excessively large amount that might result in trading liquidity drying up. The proposed Change in Board Lot Size is designed to maintain the transaction value for each board lot at a reasonable level to facilitate trading by the investing public.

Furthermore, the Board believes that the expected upward adjustment in the trading price of the Consolidated Shares will achieve a positive corporate image for the Company and uplift its profile. Such an upward adjustment is also intended to make investing in the Consolidated Shares more attractive to a broader range of investors, in particular institutional and professional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor, thereby helping to optimise and broaden the shareholder base of the Company.

In addition, the Board believes that the Share Consolidation and the Change in Board Lot Size would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most banks and securities houses will charge a minimum transaction cost for each securities trade.

Although the Share Consolidation and the Change in Board Lot Size may lead to the creation of odd lots of Consolidated Shares owned by the Shareholders, the Company will designate an agent to stand in the market to provide matching services for odd lots of Shares for a period of not less than three weeks, which is expected to effectively alleviate the difficulties caused by the creation of odd lots of Shares.

The Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Company nor result in any change in the relative rights of the Shareholders and are in the interests of the Company and the Shareholders as a whole.

In view of the above reasons, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are justifiable, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

When considering the Share Consolidation and the Change in Board Lot Size, the Board has taken into account the business plan of the Company for the next 12 months. As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the

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## LETTER FROM THE BOARD

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next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fundraising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fundraising exercises when suitable fundraising and/or investment opportunities arise in order to support, among others, working capital requirements and future development of the Group. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

### **OTHER ARRANGEMENTS**

#### **Entitlement of Fractional Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation (if any) will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, to the extent that such aggregated fractions amount to one or more whole Consolidated Shares and if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder. Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling the Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

#### **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed CNI Securities Group Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares, during the period from 9:00 a.m. on Monday, 3 August 2026 to 4:00 p.m. on Friday, 21 August 2026 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Ms. Daisy Lam at Unit A, 26/F, Times Media Centre, 133 Wan Chai Road, Wan Chai, Hong Kong or at telephone number: +852 2153 0898 during office hours (i.e. 9:00 a.m. to 4:00 p.m.) of such period. Shareholders who would like to match odd lots are recommended to make an appointment in advance by dialing the telephone number as set out above.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

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## LETTER FROM THE BOARD

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### **Exchange of certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be Monday, 20 July 2026, Shareholders may on or after Monday, 20 July 2026 and until Tuesday, 25 August 2026 (both days inclusive), submit their existing share certificates in ORANGE colour for the Existing Shares to the Company's branch share registrar in Hong Kong, Union Registrars Limited, located at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for exchange for new share certificates in GREY colour for the Consolidated Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.5 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

After 4:10 p.m. on Friday, 21 August 2026, trading will only be in Consolidated Shares, the share certificates of which will be issued in GREY colour. Existing share certificates in ORANGE colour for the Existing Shares will remain valid and effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time, but will cease to be valid for delivery, trading and settlement purposes.

### **OTHER SECURITIES OF THE COMPANY**

As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

### **SGM AND PROXY ARRANGEMENT**

The SGM Notice is set out on pages 13 to 15 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the SGM in the manner prescribed under the Listing Rules.

Whether or not you are able to attend the SGM, you are requested to complete and sign the enclosed form of proxy for use at the SGM in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, located at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the SGM (i.e. not later than 9:30 a.m. on Tuesday, 14 July 2026) or the adjourned meeting (as the

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## LETTER FROM THE BOARD

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case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the SGM or any adjournment thereof (as the case may be) if they so wish. In such an event, the instrument appointing a proxy will be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the SGM.

### **CLOSURE OF REGISTER OF MEMBERS**

In order to determine entitlement of Shareholders to the right to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 13 July 2026 to Thursday, 16 July 2026 (both dates inclusive), during which period no transfer of Shares will be registered. To be eligible to attend, speak and vote at the SGM (or at any adjournment of it), all properly completed transfer documents accompanied by the relevant share certificate must be lodged with the Union Registrars Limited, located at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 10 July 2026.

### **RECOMMENDATION**

The Directors consider that the proposed Share Consolidation and the proposed Change in Board Lot Size are in the best interests of the Company and its Shareholders as a whole and recommend the Shareholders to vote for the relevant resolution set out in the SGM Notice.

### **MISCELLANEOUS**

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

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

**Shareholders and potential investors should take note that the Share Consolidation is conditional upon the fulfilment of certain conditions set out in this circular and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Therefore, the Share Consolidation and the Change in Board Lot Size may or may not proceed.**

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## LETTER FROM THE BOARD

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Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

By order of the Board  
**Artini Holdings Limited**  
**Chen Long**  
*Chairman and executive Director*

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## NOTICE OF SPECIAL GENERAL MEETING

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### Artini Holdings Limited

### 雅天妮集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 789)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “SGM” or the “Meeting”) of shareholders (the “Shareholders”) of Artini Holdings Limited (the “Company”) will be held at Unit No. 8502, Level 85, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong at 9:30 a.m. on Thursday, 16 July 2026 for the purpose of considering and, if thought fit, passing the following resolution:

### ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the fulfilment of all the conditions set out in the section headed “Conditions of the Share Consolidation” in the Circular (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose), with effect from the second Business Day (as defined in the Circular) immediately following the date on which this resolution is passed or upon the fulfilment of the said conditions, whichever is later:

- (a) every five (5) issued and unissued ordinary shares with a par value of HK\$0.05 each in the authorised and issued share capital of the Company be consolidated into one (1) ordinary share with a par value of HK\$0.25 (the “**Consolidated Shares**”), and that such Consolidated Shares shall rank *pari passu* in all respects with each other having the same rights, privileges and restrictions as set out in the memorandum and articles of association of the Company (the “**Share Consolidation**”);
- (b) all fractional entitlements (if any) to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit;
- (c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$300,000,000 divided into 6,000,000,000 shares with a par value of HK\$0.05 each to HK\$300,000,000 divided into 1,200,000,000 shares with a par value of HK\$0.25 each; and

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## NOTICE OF SPECIAL GENERAL MEETING

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- (d) any one of the Directors or such person authorised by a Director be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he/she in his/her absolute discretion considers necessary, desirable or expedient to give effect to, implement and complete the Share Consolidation and the transactions contemplated thereunder.”

By order of the Board  
**Artini Holdings Limited**  
**Chen Long**  
*Chairman and executive Director*

Hong Kong, 23 June 2026

*Notes:*

- (1) An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her stead at the Meeting (or at any adjournment of it) provided that each proxy is appointed to represent the respective number of Shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to 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 Meeting (or at any adjournment of it), either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto but if more than one of such joint holders be present at the 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 Shares shall alone be entitled to vote in respect thereof.
- (3) A proxy form for use at the Meeting is enclosed.
- (4) In order to be valid, the completed proxy form must be received by the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, located at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the Meeting or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Hong Kong branch share registrar and transfer office of the Company together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
- (5) For the purposes of determining shareholders’ eligibility to attend, speak and vote at the Meeting (or at any adjournment of it), the register of members of the Company will be closed from 13 July 2026 to 16 July 2026 (both dates inclusive), during which period no transfer of Shares will be registered. To be eligible to attend, speak and vote at the above meeting (or at any adjournment of it), all properly completed transfer documents accompanied by the relevant share certificate must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, located at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on 10 July 2026.
- (6) Detailed information on other business to be transacted at the Meeting is set out in the Circular.
- (7) As set out in the Letter from the Board included in this circular, the resolution set out in this notice should be voted on by poll.

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## NOTICE OF SPECIAL GENERAL MEETING

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- (8) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
- (9) If a Typhoon Signal No. 8 or above is hoisted or “extreme conditions” caused by super typhoon or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of the Company ([www.artini.com.hk](http://www.artini.com.hk)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the adjourned meeting.

The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

*As at the date of this notice, the executive directors are Mr. Chen Long (Chairman) and Mr. Chen Shaojia (Chief Executive); and the independent non-executive directors are Mr. Yuen Wai Kin, Ms. Ji Lingzi and Mr. Ma Sai Yam.*