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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **China Art Financial Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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CHINA ART FINANCIAL HOLDINGS LIMITED

中國藝術金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1572)

**1. PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES**
**2. PROPOSED RE-ELECTION OF DIRECTORS
AND**
3. NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of the front and inside cover pages shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the Annual General Meeting to be held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 29 May 2026 at 11:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to read the notice and complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

22 April 2026

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This circular is prepared in both English and Chinese. In the event of inconsistency, the English text of this circular will prevail.

DEFINITIONS

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

“act in concert” or “acting in concert”	has the same meaning as defined under the Listing Rules
“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 29 May 2026 at 11:00 a.m., the notice of which is set out on pages AGM-1 to AGM-6 of this circular, and any adjournment thereof
“Articles of Association” or “Articles”	the articles of association of the Company, as amended and restated from time to time
“associates”	has the same meaning as defined under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“close associate(s)”	has the same meaning as defined under the Listing Rules
“Companies Act”	the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	China Art Financial Holdings Limited 中國藝術金融控股有限公司, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1572)
“controlling shareholder(s)”	has the same meaning as defined under the Listing Rules
“core connected person(s)”	has the same meaning as defined under the Listing Rules
“Director(s)”	director(s) of the Company

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued (including any sale or transfer of treasury shares) under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the refreshed Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting for the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares (including any sale or transfer of treasury shares) up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company (excluding any treasury shares) as at the date of the passing of the relevant resolution for approving such mandate
“Latest Practicable Date”	16 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Memorandum of Association” or “Memorandum”	the memorandum of association of the Company as amended and restated from time to time
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration Committee of the Company

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to enable the Directors to repurchase the Shares on the Stock Exchange, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury shares) as at the date of the passing the relevant resolution granting such mandate
“Risk Management Committee”	the risk management committee of the Company
“RMB”	Renminbi, the lawful currency of PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning as defined under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury shares”	Shares repurchased and held by the Company in treasury (which include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange) from time to time
“%”	per cent.

* *For identification purpose only*



CHINA ART FINANCIAL HOLDINGS LIMITED

中國藝術金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1572)

Executive Directors:

CHEN Xiaobing
LIU Changsheng
WU Bo
XIONG Ke

Registered office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Non-executive Directors:

TIAN Rui
FAN Qinzi

*Principal place of business
in Hong Kong:*

Unit E, 43/F
Enterprise Square Three
No. 39 Wang Chiu Road
Kowloon Bay
Kowloon
Hong Kong

Independent non-executive Directors:

LU Qinglu
LEUNG Shu Sun Sunny
SHAO Qiongqiong
YIN Xuhong

22 April 2026

To the Shareholders

Dear Sir/Madam

**1. PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
2. PROPOSED RE-ELECTION OF DIRECTORS
AND
3. NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions on the proposed grant of each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the proposed re-election of Directors.

LETTER FROM THE BOARD

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Issue Mandate be granted for the Directors to allot, issue and deal with new Shares (including any sale or transfer of treasury shares) up to 20% of the aggregate nominal share capital of the Company in issue (excluding any treasury shares) as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 1,690,500,000 Shares were in issue and the Company did not hold any treasury shares. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 338,100,000 Shares.

REPURCHASE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Repurchase Mandate be granted for the Directors to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the nominal share capital of the Company in issue (excluding any treasury shares) as at the date of passing of the relevant resolution.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting to authorise the increase in the total number of new Shares which may be allotted and issued (including any sale or transfer of treasury shares) under the Issue Mandate (if the grant of which is approved by the Shareholders at the Annual General Meeting) by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate (if the grant of which is approved by the Shareholders at the Annual General Meeting).

Subject to the approval of the above proposals by the Shareholders at the Annual General Meeting, the Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Companies Act, the Articles or applicable Cayman Islands law to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to send to its Shareholders an explanatory statement containing all the information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to approve the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix II to this circular.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

To ascertain Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the eligibility of shareholders to attend and vote at the Annual General Meeting will be Friday, 29 May 2026. In order to qualify for the entitlement to attend and vote at the Annual General Meeting, all transfer of Shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on Friday, 22 May 2026.

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 105(A) and (B) of the Articles of Association, one-third of the Directors of the Company for the time being (or, if their number is not a multiple of three, the number nearest to but no less than one-third) shall retire from office at each annual general meeting provided that every Director shall be subject to retirement by rotation at least once every three years. Any Directors so to retire shall be those subject to retirement by rotation 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 as Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. In accordance with Article 109 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office until the first annual general meeting of Shareholders after his/her appointment and shall then be eligible for re-election at such meeting. Accordingly, Mr. Chen Xiaobing, Mr. Liu Changsheng, Mr. Wu Bo, Mr. Xiong Ke, Mr. Tian Rui, Ms. Fan Qinzi, Mr. Lu Qinglu and Ms. Yin Xuhong will retire and, being eligible, will offer themselves for the re-election at the Annual General Meeting.

Re-election of independent non-executive Directors

Set out below are information relating to the resolution to be proposed at the Annual General Meeting for re-electing each of Mr. Lu Qinglu and Ms. Yin Xuhong as an independent non-executive Director pursuant to code provision B.3.4 of the Corporate Governance Code contained in Appendix C1 to the Listing Rules.

Each of Mr. Lu Qinglu and Ms. Yin Xuhong, being proposed to be re-elected as an independent non-executive Director at the Annual General Meeting, has confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Board also notes that each of Mr. Lu Qinglu and Ms. Yin Xuhong does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company. The Nomination Committee and the Board are also not aware of any circumstance

LETTER FROM THE BOARD

that might influence Mr. Lu Qinglu and Ms. Yin Xuhong in exercising independent judgment, and are satisfied that they have the required character, integrity, independence and experience to fulfil the role of independent non-executive Director. On this basis, the Nomination Committee and the Board considered that each of Mr. Lu Qinglu and Ms. Yin Xuhong is independent in accordance with the independence guidelines set out in the Listing Rules.

The biographical details of Mr. Chen Xiaobing, Mr. Liu Changsheng, Mr. Wu Bo, Mr. Xiong Ke, Mr. Tian Rui, Ms. Fan Qinzhi, Mr. Lu Qinglu and Ms. Yin Xuhong as set out in Appendix I to this circular indicate how they contribute to the diversity of the Board and the perspectives, skills and experience that they can bring to the Board.

Recommendation of the Nomination Committee and the Board

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the retiring Directors, the qualifications, skills and experience, time commitment and contribution of each of the retiring Directors with reference to the nomination policy of the Company, the diversity aspects set out in the board diversity policy of the Company and the Company's business and strategic goals.

The Nomination Committee and the Board therefore recommended the re-election of all the retiring Directors at the Annual General Meeting.

Brief biographical details of Mr. Chen Xiaobing, Mr. Liu Changsheng, Mr. Wu Bo, Mr. Xiong Ke, Mr. Tian Rui, Ms. Fan Qinzhi, Mr. Lu Qinglu and Ms. Yin Xuhong are set out in Appendix I to this circular.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

ACTIONS TO BE TAKEN

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, Repurchase Mandate and the Extension Mandate, and the re-election of Directors.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of Directors, are beneficial to the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully
By order of the Board
China Art Financial Holdings Limited
Chen Xiaobing
Co-chairman and Executive Director

The brief biographical details of the Directors eligible for re-election at the Annual General Meeting are set out below:

Mr. Chen Xiaobing (陳小兵)

Mr. Chen Xiaobing (“**Mr. Chen**”), aged 35, was appointed as executive Director on 8 December 2025. He also serves as the chairman of the Nomination Committee, and a member of each of the Remuneration Committee and Risk Management Committee. He completed his studies in business English (part-time) from Huizhou Economics and Polytechnic College in July 2023. Mr. Chen has been serving as the Legal Representative and Chairman of the Board for multiple companies since 2015, including Beijing Fenggong Weiye Cultural Communication Co., Ltd.* (北京豐功偉業文化傳播公司), Shenzhen Haitong Estate Investment Group Co., Ltd.* (深圳海通實業投資集團有限公司), and Haitong Zhiye (Shenzhen) Management Consulting Co., Ltd.* (海通智業(深圳)管理諮詢有限公司). He possesses extensive experience in corporate governance, overall business management, and legal affairs.

The Company has entered into a director’s service agreement with Mr. Chen for an initial fixed term of one year commencing from 8 December 2025, renewable automatically for a successive term of one year upon expiry of every term of her appointment, unless terminated in accordance with the terms of the said director’s service agreement. Mr. Chen is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Mr. Chen is entitled to receive an emolument (inclusive director’s fees and salaries) of HK\$30,000 per quarter as full remuneration for being the executive Director which was determined by the Board upon the recommendation of the Remuneration Committee with reference to the prevailing market conditions, qualification, duties and responsibilities of Mr. Chen.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen did not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) have any other major appointments and qualifications; and (iv) have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chen does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Liu Changsheng (劉昌盛)

Mr. Liu Changsheng (“**Mr. Liu**”), aged 50, was appointed as our executive Director on 23 January 2026. He was awarded a doctoral degree in hedge fund management by Beijing Normal University in 2001. He obtained his master degree in international economics and finance by China Central University of Finance and Economics in 1999. He was also awarded an EMBA by Peking University specializing in public listing and fund raising in 2011. He is also a graduate of Henan University of Science and Technology with a bachelor’s degree in International Trade in 1997.

From 2021 to present, Mr. Liu found Raffles Investment Group Limited to develop his corporate finance, fund management and investment advisory company. Mr. Liu has both academic foundation and hands-on experience in all facets of banking and finance. He has in-depth experience and exposure to international trade and finance.

Mr. Liu has entered into an appointment letter with the Company for an initial term of three years commencing from 23 January 2026 until terminated by not less than one month’s notice in writing served by either party on the other. Mr. Liu is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Mr. Liu is entitled to a director’s fee in the amount of HK\$120,000 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee with reference to the prevailing market conditions, qualification, duties and responsibilities of Mr. Liu.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu did not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) have any other major appointments and qualifications; and (iv) have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Liu did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Xiong Ke (熊珂)

Mr. Xiong Ke (“**Mr. Xiong**”), aged 37, was appointed as our executive Director on 23 January 2026. He completed his studies in Economics (full-time) from the Central Party School (National Academy of Governance). His career spans strategic leadership across multiple industries, including energy trading, credit services, industrial operations, traditional Chinese medicine health management, and technology services. Since January 2025, he has served as Chairman of Mingkang Times (Sichuan) Technology Co., Ltd.* (明康時代(四川)科技股份有限公司), focusing on integrating technology services and digital innovation.

Mr. Xiong has entered into an appointment letter with the Company for an initial term of three years commencing from 23 January 2026 until terminated by not less than one month’s notice in writing served by either party on the other. Mr. Xiong is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Mr. Xiong is entitled to a director’s fee in the amount of HK\$120,000 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee with reference to the prevailing market conditions, qualification, duties and responsibilities of Mr. Xiong.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xiong did not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) have any other major appointments and qualifications; and (iv) have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Xiong did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Wu Bo (吳波)

Mr. Wu Bo (“**Mr. Wu**”), aged 38, was appointed as our executive Director on 23 January 2026. He completed his studies of Electronic Information Engineering (full-time) from Beijing Electronic Science and Technology Institute.

Mr. Wu’s professional experience is distinguished by his leadership in large-scale exhibition and museum projects. From 2010 to 2017 at Beijing Guang Zhi Hao Jiao Digital Media Co., Ltd.* (北京光之號角數字媒體有限公司), he worked as a project manager and was instrumental in developing multimedia exhibits for the China Pavilion at four consecutive World Expos. He then joined Beijing Aidimike Technology Co., Ltd.* (北京艾諦米克科技有限公司) as a project manager from 2018 to 2025, where he directed the integrated design and construction of numerous major science and technology museums across China, including key projects for the Xi’an Science Museum, Sichuan Provincial Science Museum, and the new Shenzhen Science Museum.

Mr. Wu has entered into an appointment letter with the Company for an initial term of three years commencing from 23 January 2026 until terminated by not less than one month’s notice in writing served by either party on the other. Mr. Wu is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Mr. Wu is entitled to a director’s fee in the amount of HK\$120,000 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee with reference to the prevailing market conditions, qualification, duties and responsibilities of Mr. Wu.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu did not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) have any other major appointments and qualifications; and (iv) have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wu did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Tian Rui (田銳)

Mr. Tian Rui (“**Mr. Tian**”), aged 51, was appointed as our non-executive Director on 18 December 2023. He graduated from Wuhan University of Hydraulic and Electrical Engineering with a major in power systems and automation. Mr. Tian served as the R&D Director of the Science and Technology Department at Sanmi Electronic Technology Co., Ltd.* (三密電子科技有限公司) of Central China Electric Power Administration Bureau* (華中電管局) from 1997 to 2000; Mr. Tian served as a senior executive of Wuhan Hongxin Communication Technology Co., Ltd.* (武漢虹信通信技術有限公司) of FiberHome Technologies Group* (烽火科技集團), responsible for digital computer room management and computer room service management of three major operators from 2000 to 2008; Mr. Tian established Wuhan Fengxin Yicheng Technology Co., Ltd.* (武漢烽信宜誠科技有限公司), and presided over the company’s overall work and served as the technical person in charge from 2008 to 2013; Mr. Tian worked at Hubei Hengsheng Xunjie Technology Co., Ltd.* (湖北恒晟訊捷科技有限公司), responsible for the research and development work of the community’s digital information integrated system for the company from 2013 to 2020; Mr. Tian established Shenzhen Xiandinghui Technology Co., Ltd.* (深圳鮮鼎慧科技有限公司) to upgrade the community’s digital economy and provide a digital marketing service platform in 2022. Mr. Tian has extensive experience and marketing network in the fields of data economy and internet technology services. Mr. Tian is also a member of the editorial board of Wuhan Digital Home Standards Committee* (武漢市數字家庭標準委員會) and has participated in the standard formulation and standardization work for Wuhan’s digital economy industry for several times.

Mr. Tian has entered into a services agreement with the Company for an initial term of one year commencing from 18 December 2023 until terminated by not less than one month notice in writing served by either party on the other, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Tian is entitled to receive a director’s fee of HK\$72,000 per annum which is determined by the Board and the remuneration committee with reference to the prevailing market conditions, qualification, duties and responsibilities of Mr. Tian.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tian did not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) have any other major appointments and qualifications; and (iv) have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Tian did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Fan Qinzhi (范沁芝)

Ms. Fan Qinzhi (“**Ms. Fan**”), aged 34, was appointed as our non-executive Director on 23 January 2026. She obtained the degree Bachelor of Arts in Fashion Design from the London College of Fashion in 2012 and later completed a Bachelor’s degree in Art Design from Wuchang University of Technology in 2014.

Ms. Fan is a professional in the art auction and financial advisory sectors, with over 10 years of experience. She previously served as Assistant to the General Manager at Beijing Poly International Auction Co., Ltd., and later as Art Deputy Director and Senior Art Investment Manager, specializing in client development, artist sourcing, exhibition planning, and art investment strategy. Since 2021, she has been the Chief Wealth Management Consultant at Orient Securities Co., Ltd., where she advises clients on funds, stocks, and financial products, while staying updated with market trends.

Ms. Fan is also the daughter of the other major shareholder (i.e., Mr. Fan Zhijun) of the Company. As at the date of this announcement, Mr. Fan Zhijun, Ms. Fan, Mr. Fan Yajun, Ms. Wu Jian and Ms. Xu Min (the “**Co-Shareholders**”) together control 1,000,768,000 shares representing approximately 59.64% interest of the total issued share capital of our Company through various controlled corporations.

The Co-Shareholders have entered into a confirmation (“**Act-in-Concert Confirmation**”) dated 15 April 2016 according to which, among other things, they acknowledge and confirm that they shall act in concert and give unanimous consent, approval or rejection on any material issues and decisions in relation to the business of our Group and in the event of any contrary view within the concert group, the view of Mr. Fan Zhijun shall prevail. By virtue of the Act-in-Concert Confirmation, Ms. Fan is deemed to be interested in such 1,000,768,000 shares representing 59.64% interest in the total issued share capital of the Company.

Ms. Fan has entered into an appointment letter with the Company for an initial term of three years commencing from 23 January 2026 until terminated by not less than one month’s notice in writing served by either party on the other. Ms. Fan is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Ms. Fan is entitled to a director’s fee in the amount of HK\$81,600 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee with reference to the prevailing market conditions, qualification, duties and responsibilities of Ms. Fan.

Save as disclosed above, as at the Latest Practicable Date, Ms. Fan did not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) have any other major appointments and qualifications; and (iv) have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Fan did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Lu Qinglu (路慶魯)

Mr. Lu Qinglu (“**Mr. Lu**”), aged 52, was appointed as our independent non-executive Director on 23 January 2026. He was graduated from Macau University of Science and Technology with the degree of Master of Business Administration. Mr. Lu is a senior digital technology expert and early investor in China’s internet industry, with over 25 years of experience. A co-founder of China’s first Internet Data Center (IDC), he founded LCE Group in 2009, providing comprehensive digital solutions and leading it to an overseas listing in 2017. He has since focused on investing in and managing digital and cultural innovation enterprises. Mr. Lu also advises universities, corporations, and government agencies, contributing to digital policy and promoting the application of blockchain and Web3 technologies in the cultural sector.

Mr. Lu has entered into an appointment letter with the Company for an initial term of three years commencing from 23 January 2026 until terminated by not less than one month’s notice in writing served by either party on the other. Mr. Lu is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Mr. Lu is entitled to a director’s fee in the amount of HK\$120,000 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee with reference to the prevailing market conditions, qualification, duties and responsibilities of Mr. Lu.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lu did not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) have any other major appointments and qualifications; and (iv) have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lu did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Yin Xuhong (殷旭紅)

Ms. Yin Xuhong (“**Ms. Yin**”), aged 60, was appointed as our independent non-executive Director on 22 July 2020. She also serves as the chairman of the Remuneration Committee, and a member of each of the Audit Committee, Nomination Committee and Risk Management Committee.

Ms. Yin graduated from Jiangsu Radio and Television University (江蘇廣播電視大學) specialising in industrial accounting. She worked as accountant at a number of accounting firms since 2001, including Wuxi Taixinhe Accounting Firm, Wuxi Baoguang Accounting Firm and Wuxi Public Accounting Firm. She is currently a project manager specialising in financial accounting and audit at Wuxi Public Accounting Firm.

Ms. Yin has entered into an appointment letter with the Company for an initial term of three years commencing from 22 July 2020 until terminated by not less than one month’s notice in writing served by either party on the other. Ms. Yin is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Ms. Yin is entitled to a director’s fee in the amount of HK\$72,000 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee with reference to the prevailing market conditions, qualification, duties and responsibilities of Ms. Yin.

Save as disclosed above, as at the Latest Practicable Date, Ms. Yin did not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) have any other major appointments and qualifications; and (iv) have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Yin did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter in relation to the re-election of the retiring Directors that needs to be brought to the attention of the Shareholders and there is no information relating to the retiring Directors required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,690,500,000 Shares in issue and the Company did not hold any treasury shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under Repurchase Mandate to repurchase a maximum of 169,050,000 Shares.

3. REASONS FOR THE REPURCHASE

The Directors believe that the ability to repurchase Shares is in the interests of the Company and the Shareholders. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury shares. Shares repurchased for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share of the Company. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. The Directors have sought the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining. Share repurchases will only be made if the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position as at 31 December 2025, being the date of its latest audited consolidated financial statements were made up) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.074	0.063
May	0.154	0.060
June	0.103	0.075
July	0.114	0.084
August	0.142	0.088
September	0.111	0.089
October	0.108	0.095
November	0.105	0.096
December	0.108	0.092
2026		
January	0.104	0.080
February	0.104	0.087
March	0.104	0.084
April (up to and including the Latest Practicable Date)	0.094	0.080

6. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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 for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase. The Directors are not aware of any consequence that would arise under the Takeovers Code as a result of a repurchase pursuant to the Repurchase Mandate.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial shareholders of the Company of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part may result in less than 25% of the Shares (excluding any treasury shares) being held by the public. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than 25%.

7. SHARE REPURCHASE MADE BY THE COMPANY

In the six months immediately preceding the Latest Practicable Date, the Company had not repurchased its Shares (whether on the Stock Exchange or otherwise).

8. GENERAL

None of the Director or, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors will, so far as the same may be applicable, exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

The Company confirms that neither this explanatory statement nor the proposed repurchase pursuant to the Repurchase Mandate has any unusual features.

NOTICE OF THE ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



CHINA ART FINANCIAL HOLDINGS LIMITED

中國藝術金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1572)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Art Financial Holdings Limited (“**Company**”) will be held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 29 May 2026 at 11:00 a.m. to consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. to receive and approve the audited consolidated financial statements and the directors’ report and the independent auditors’ report of the Company for the year ended 31 December 2025;
- 2.1. to re-elect Mr. Chen Xiaobing as an executive director of the Company;
- 2.2. to re-elect Mr. Liu Changsheng as an executive director of the Company;
- 2.3. to re-elect Mr. Wu Bo as an executive director of the Company;
- 2.4. to re-elect Mr. Xiong Ke as an executive director of the Company;
- 2.5. to re-elect Mr. Tian Rui as a non-executive director of the Company;
- 2.6. to re-elect Ms. Fan Qinzhi as a non-executive director of the Company;
- 2.7. to re-elect Mr. Lu Qinglu as an independent non-executive director of the Company;
- 2.8. to re-elect Ms. Yin Xuhong as an independent non-executive director of the Company;
- 2.9. to authorise the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix the remuneration of the Directors;
3. to re-appoint Ascenda Cachet CPA Limited as the Company’s independent auditors and to authorise the Board to fix their remuneration;

NOTICE OF THE ANNUAL GENERAL MEETING

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

4. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (the “**Shares**”, each, a “**Share**”) of HK\$0.01 each in the capital of the Company (including any sale or transfer of treasury shares) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above 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 aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors, together with the treasury shares transferred or resold, pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any issue of Shares under the share schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of associations of the Company (“**Articles**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
 - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury shares) on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “**Shareholders**”)) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury shares) on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest 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 or the applicable law of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase Shares of HK\$0.01 each in the capital of the Company on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest 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 or the applicable law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate referred to in resolution numbered 4 above be and it is hereby extended by the addition to the aggregate nominal amount of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors (including any sale or transfer of treasury shares) pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 above.”

By order of the Board
CHINA ART FINANCIAL HOLDINGS LIMITED
Chen Xiaobing
Co-chairman and Executive Director

Hong Kong, 22 April 2026

Registered office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Unit E, 43/F
Enterprise Square Three
No. 39 Wang Chiu Road
Kowloon Bay
Kowloon
Hong Kong

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Articles, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time of the above meeting or any adjourned meeting.
3. The register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both days inclusive, during which period no transfers of shares shall be effected. The record date for determining the eligibility of shareholders to attend and vote at the Annual General Meeting will be Friday, 29 May 2026. In order to qualify for attending the forthcoming annual general meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2026.
4. In relation to proposed resolutions numbered 2.1 to 2.8, each of Mr. Chen Xiaobing, Mr. Liu Changsheng, Mr. Wu Bo, Mr. Xiong Ke, Mr. Tian Rui, Ms. Fan Qinzhi, Mr. Lu Qinglu and Ms. Yin Xuhong will retire from their office of Directors at the above meeting pursuant to the Articles and, being eligible, offer themselves for re-election.
5. In relation to the proposed resolution numbered 3 above, the Board concurs with the views of the audit committee of the Board and has recommended that Ascenda Cachet CPA Limited be re-appointed independent auditor of the Company.
6. In relation to proposed resolution numbered 4 above, approval is being sought from the Shareholders for granting to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
7. In relation to proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the circular of the Company dated 22 April 2026 of which this notice of the annual general meeting forms part.
8. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

NOTICE OF THE ANNUAL GENERAL MEETING

10. According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the above meeting will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
11. If Typhoon Signal No. 8 or above, or “**extreme conditions**” caused by super typhoons, or a “**black**” rainstorm warning is in effect any time and remains in force 2 hours before the time of the annual general meeting, the annual general meeting will be adjourned. The Company will post an announcement on the website of the Company at www.cnartfin.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the adjourned annual general meeting.

As at the date of this notice, the Board comprises (1) Mr. Chen Xiaobing, Mr. Liu Changsheng, Mr. Wu Bo, and Mr. Xiong Ke as the executive Directors, (2) Mr. Tian Rui and Ms. Fan Qinzhi as the non-executive Directors and (3) Mr. Lu Qinglu, Mr. Leung Shu Sun, Sunny, Ms. Shao Qiongqiong and Ms. Yin Xuhong as the independent non-executive Directors.