



ART GROUP HOLDINGS LIMITED

錦藝集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 565)

ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 14 DECEMBER 2022 FORM OF PROXY

I/We ^(Note 1) _____
of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each (the "Share") in the capital of Art Group Holdings Limited (the "Company"), hereby appoint the chairman of the Meeting as my/our proxy to act for me/us at the annual general meeting (the "Meeting") of the Company to be held by electronic means (via ZOOM MEETING ONLY) on Wednesday, 14 December 2022 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ^(Note 4)		FOR ^(Note 3)	AGAINST ^(Note 3)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and independent auditor of the Company for the year ended 30 June 2022.		
2.	(A) To re-elect Mr. Chen Jindong as an executive Director.		
	(B) To re-elect Mr. Kwan Chi Fai as an independent non-executive Director.		
3.	To authorise the board of Directors to determine the remuneration of the Directors.		
4.	To re-appoint the auditor of the Company and to authorise the board of Directors to fix the remuneration of the auditor of the Company.		
5.	(A) To grant an unconditional general mandate to the Directors to issue, allot and otherwise deal in shares not exceeding 20% of the issued number of shares of the Company ^(Note 4) ;		
	(B) To grant an unconditional general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued number of shares of the Company ^(Note 4) ; and		
	(C) To extend, conditional upon the passing of resolutions 5(A) and 5(B), the number of shares repurchased under resolution 5(B) to the mandate granted to the Directors under resolution 5(A).		
SPECIAL RESOLUTION ^(Note 4)		FOR ^(Note 3)	AGAINST ^(Note 3)
6.	To approve the proposed amendments to the articles of association of the Company and to adopt the amended and restated articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.		

Signed this _____ day of _____ 2022 Shareholder's signature ^(Notes 5 & 7): _____

Notes:

In view of the current COVID-19 situation in Hong Kong, the Meeting will be held by electronic means (via ZOOM MEETING ONLY). If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your name(s).
- IMPORTANT: If you wish to vote for or against the resolution, please place a "✓" in the box marked "FOR" or the box marked "AGAINST" as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.**
- The full text of these resolutions appear in the notice of the Meeting dated 28 October 2022.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
- This form of proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
- Where there are joint registered holders of any Share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.