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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Artfield Group Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ARTFIELD GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1229)

- (1) GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES**
- (2) RE-ELECTION OF DIRECTORS**
- (3) REFRESHMENT OF SCHEME MANDATE LIMIT
AND**
- (4) AMENDMENTS TO BYE-LAWS**

A notice convening an annual general meeting of Artfield Group Limited to be held at Room 1507, 15th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 August 2007 at 10:30 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Union Registrars Limited, at Room 1803, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting if you so wish.

31 July 2007

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 1507, 15th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 August 2007 at 10:30 a.m., notice of which is set out on pages 15 to 19 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Artfield Group Limited, an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 July 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other such schemes of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

DEFINITIONS

“Shareholder(s)”	the holder(s) of Share(s)
“Share Option Scheme”	the share option scheme adopted by the Shareholders at the annual general meeting of the Company on 23 August 2003
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



ARTFIELD GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1229)

Directors:

LEUNG Heung Ying, Alvin (*Managing Director*)

CHUNG Oi Ling, Stella

LO Ming Chi, Charles#

LO Wah Wai#

ORR Joseph Wai Shing#

WONG Ngao San, Marcus#

Independent non-executive director

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business:

Room 1507, 15th Floor

Office Tower

Convention Plaza

1 Harbour Road

Wanchai, Hong Kong

31 July 2007

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES**

(2) RE-ELECTION OF DIRECTORS

(3) REFRESHMENT OF SCHEME MANDATE LIMIT

AND

(4) AMENDMENTS TO BYE-LAWS

1. INTRODUCTION

The purpose of this circular is to provide you with information with respect to the ordinary resolutions and special resolution to be proposed at the forthcoming AGM to be held on Tuesday, 28 August 2007 relating to (i) the general mandates to repurchase shares and to issue shares by the Company; (ii) the re-election of Directors; (iii) the refreshment of the Scheme Mandate Limit; and (iv) the amendments to the Bye-laws.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting held on 29 August 2006, resolutions were passed granting general mandates to the Directors to exercise all powers of the Company to issue and to repurchase Shares. Such general mandates will lapse at the conclusion of the forthcoming AGM. Ordinary resolutions will therefore be proposed at the forthcoming AGM to grant to the Directors general mandates as follows:

- (1) to allot, issue or deal with Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the proposed resolution at the AGM; and
- (2) to purchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

The Directors will also propose a separate ordinary resolution at the AGM to add to the general mandate to issue those Shares purchased by the Company pursuant to the repurchase mandate granted to the Directors at the AGM.

An explanatory statement relating to the general mandate to repurchase Shares is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 87, Messrs LO Wah Wai and ORR Joseph Wai Shing will retire from their offices by rotation at the AGM. In addition, in accordance with Bye-law 86(2), Mr. LEUNG Heung Ying, Alvin, Ms. CHUNG Oi Ling, Stella and Mr. WONG Ngao San, Marcus, Directors appointed by the Board during the year, shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Being eligible, Mr. ORR Joseph Wai Shing, Mr. LO Wah Wai, Mr. LEUNG Heung Ying, Alvin, Ms. CHUNG Oi Ling, Stella and Mr. WONG Ngao San, Marcus offer themselves for re-election as Directors at the AGM. Details of the above Directors are set out in Appendix II to this circular.

4. REFRESHMENT OF THE 10% LIMIT ON GRANT OF OPTIONS UNDER SHARE OPTION SCHEME

The Share Option Scheme was adopted by the Shareholders at the annual general meeting of the Company on 23 August 2003, pursuant to which the maximum number of Shares which may be allotted and issued under the Scheme Mandate Limit is 24,053,950, being 10% of the total number of Shares in issue as at the adoption date of the Share Option Scheme. As at the Latest Practicable Date, the Company has no other share option scheme in effect except the Share Option Scheme, and has no other options, warrants or securities convertible into shares of the Company.

LETTER FROM THE BOARD

As at the Latest Practicable Date, no option has been granted under the Share Option Scheme since its adoption. However, the Company's issued ordinary share capital has already been increased to 304,478,584 Shares. Hence, the existing Scheme Mandate Limit only represents approximately 7.90% of the issued ordinary share capital of the Company.

Since the issued ordinary share capital of the Company has been substantially increased after adoption of the Share Option Scheme, the Company wishes to take this opportunity to seek the Shareholders' approval to refresh the Scheme Mandate Limit at the AGM, subject to the requirements under the Listing Rules.

Under the Listing Rules, the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of ordinary shares in issue as at the date of the Shareholders' approval of the refreshment of the Scheme Mandate Limit; and for the purpose of calculating the Scheme Mandate Limit as refreshed, options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those exercised, outstanding, cancelled, or lapsed in accordance with the relevant scheme rules) shall not be counted.

Furthermore, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

If the refreshment of the Scheme Mandate Limit is approved by the Shareholders at the AGM, based on 304,478,584 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued and no Shares will be repurchased after the Latest Practicable Date and up to the date of the AGM, the Company may grant further options carrying rights to subscribe for up to a total of 30,447,858 Shares under the Share Option Scheme (representing 10% of the issued ordinary share capital of the Company as at the date of the AGM).

The Board considers that the Share Option Scheme will continue to be an important tool for providing incentives and rewards to participants for their contribution to the Group, and the refreshment of the Scheme Mandate Limit will enable the Company to maximise the use of the Share Option Scheme. Thus, the Board considers that refreshment of the Scheme Mandate Limit is in the interests of the Company and its Shareholders as a whole.

The refreshment of the Scheme Mandate Limit is conditional on:

- (a) the passing of the necessary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares representing 10% of the Shares in issue as at the date of the AGM, which may be issued pursuant to exercise of options to be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to exercise of options to be granted under the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

5. AMENDMENTS TO BYE-LAWS

To bring the constitution of the Company up to date, a special resolution will be proposed to amend the Bye-laws, which amendments include (among others) the following:

- (A) Bye-law 63: Reference to the office of the president is deleted. Reference to the office of the managing director is added to allow the managing director to preside as chairman at every general meeting if the chairman is absent.
- (B) Bye-law 115: Reference to the office of the president is substituted by the office of the managing director to allow the managing director to convene a meeting of the Board.
- (C) Bye-law 118: Reference to the office of the deputy chairman is deleted. Reference to the office of the managing director is added.
- (D) Bye-law 127(1): The offices of the president, vice-president, chairman and deputy chairman are removed.
- (E) Bye-law 127(2): Bye-law 127(2) is deleted in its entirety to release the restrictions that the chairman shall be elected only amongst the Directors.
- (F) Bye-law 129: Reference to the office of the president is deleted. Reference to the office of the managing director is added to allow the managing director to act as chairman at all meetings if the chairman is absent.

The proposed amendments to the Bye-laws are set out in the notice of the AGM which is set out on page 18 of this circular.

6. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 15 to 19 of this circular. At the AGM, ordinary resolutions will be proposed to approve, inter alia, (i) the general mandates to repurchase Shares and to issue Shares by the Company; (ii) the re-election of Directors; (iii) the refreshment of Scheme Mandate Limit. In addition, a special resolution will be proposed to approve the amendments to the Bye-laws.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instruction printed thereon and return the same to the Company's Hong Kong branch share registrar, Union Registrars Limited, at Room 1803, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

LETTER FROM THE BOARD

7. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

According to Bye-law 66, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (i) the chairman of such meeting; or
- (ii) at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (iv) a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

8. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of AGM are in the best interests of the Company and the Shareholders as a whole, and so recommend Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text shall prevail over the Chinese text in this circular.

Yours faithfully
For and on behalf of the Board
Artfield Group Limited
LEUNG Heung Ying, Alvin
Managing Director

The following is an explanatory statement required by the Listing Rules relating to the general mandate to repurchase Shares (the “Share Repurchase Mandate”) proposed to be granted to the Directors.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below:

The Listing Rules provide that repurchases of securities of such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by a specific approval of a particular transaction and that the securities to be purchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 304,478,584 Shares.

Subject to the passing of the ordinary resolution granting the Share Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed to repurchase a maximum of 30,447,858 Shares, representing 10% of the issued share capital of the Company as at the date of passing the resolution.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws and the laws of Bermuda.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2007) in the event that the Share Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent, as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

4. REASON FOR REPURCHASE

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

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in the memorandum of association and bye-laws of the Company.

6. EFFECT OF THE TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Marigold Worldwide Group Limited, which was wholly owned by Mr. YAM Tak Cheung and holding approximately 39.14 percent of the issued share capital of the Company, was the only substantial Shareholder. In the event that the Directors should exercise in full the powers to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding of Marigold Worldwide Group Limited in the Company would be increased to approximately 43.49 percent of the issued Shares and such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent that it would result in such takeover obligations. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) has any present intention, in the event that the relevant proposed resolution is approved by the Shareholders in the AGM, to sell Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell securities to the Company nor has he/she undertaken not to sell any of securities held by him/her to the Company in the event that the Company is authorised to make purchase of Shares.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months were as follows:–

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2006		
July	1.2200	0.7700
August	1.2800	0.9500
September	1.2400	1.0100
October	1.1300	0.9500
November	1.2500	0.9900
December	1.1600	1.0100
2007		
January	1.2200	1.0600
February	1.2600	1.1000
March	1.6000	0.9500
April	1.6100	1.4000
May	1.7300	1.2400
June	1.5600	1.2300
July (up to Latest Practicable Date)	2.0200	1.0400

Pursuant to the Listing Rules, the details of the Directors who will retire at the AGM according to the Bye-laws and, being eligible, will offer themselves for re-election at the AGM, are set out below:—

Mr. LO Wah Wai, aged 43, is an independent non-executive director of the Company. Mr. Lo was an executive director of the Company appointed on 16 September 1998 and re-designated as a non-executive director of the Company on 15 May 2001 and re-designated as an independent non-executive director of the Company on 30 September 2004. He holds a bachelor's degree in business administration from the Chinese University of Hong Kong, and a master's degree in science from New Jersey Institute of Technology, the United States. He is a practising member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants and the Senior International Finance Manager. Prior to joining the Group in 1998, he worked and held senior positions in both an international accounting firm and an investment bank where he accumulated extensive experience in statutory accounting, corporate finance and strategic investment. He is currently the Chairman and an executive director of BM Intelligence International Limited, a company listed on the Growth Enterprise Market of the Stock Exchange. He is also the independent non-executive director of China Investment Fund Company Limited and Sino-Tech International Holdings Limited (formerly known as Semtech International Holdings Limited), both companies are listed on the main board of the Stock Exchange.

There is no service contract and specific length of service between the Company and Mr. Lo. Mr. Lo is entitled to receive a director's fee of HK\$50,000 per annum.

Save as disclosed above, Mr. Lo had not held any directorships in any other listed public companies in the last three years and he does not hold any other position in the Group.

Mr. Lo does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

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

Mr. ORR Joseph Wai Shing, aged 47, is an independent non-executive director of the Company appointed on 30 September 2004. He is the Vice President of NHT Global in Asia Pacific responsible for strategic planning and development. In the past 20 years, he worked for multinational companies including Time Warner, Baker & McKenzie, EDAW and Hyatt International as well as professional firm KPMG. He is a Certified Public Accountant in Washington, USA and a member of the Hong Kong Institute of Certified Public Accountants, American Institute of Certified Public Accountants and CPA Australia. He received an MBA from Kellogg School of Management, Northwestern University and the Hong Kong University of Science and Technology, a Master of Arts Degree in International Business and International Financial Management from the University of Reading, a Bachelor of Arts (Hons) degree in Accounting and Finance from Middlesex University and a Professional Diploma in PRC corporate tax and auditing from Zhongshan University.

There is no service contract and specific length of service between the Company and Mr. Orr. Mr. Orr is entitled to receive a director's fee of HK\$50,000 per annum.

Save as disclosed above, Mr. Orr had not held any directorships in any other listed public companies in the last three years and he does not hold any other position in the Group.

Mr. Orr does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

At as the Latest Practicable Date, Mr. Orr does not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. LEUNG Heung Ying, Alvin, aged 44, is an executive director and Managing Director of the Company appointed on 14 June 2007. He was graduated from the University of Bradford, United Kingdom with a Bachelor Degree. He received a Master Degree from London School of Economics and Political Science of University of London, United Kingdom and a Bachelor Degree in Chinese Laws from the Peking University, the PRC.

He is a fellow member of the Institute of Chartered Accountant in England and Wales and Hong Kong Institute of Certified Public Accountants ("HKICPA"). Currently, he is a Standing Committee Member of Political Consultative Committee of Wu Hua county of Guangdong Province and is an arbitrator of China International Economic And Trade Arbitration Commission. Since 2006, Mr. Leung has been appointed by the Government of Hong Kong Special Administrative Region as a member of Energy Advisory Committee and Public Affairs Forum, respectively. In respect of the professional side, he is a council member of Hong Kong Securities Professionals Association and has served in various committees of HKICPA.

With more than fifteen years of extensive experience in securities and corporate finance, Mr. Leung has participated in a number of international initial public offers (including B shares and H shares) as well as mergers and acquisitions exercises. He worked for the Listing Division of the Stock Exchange, Jardine Fleming Securities Limited (now known as JPMorgan Chase) and was the Head of Corporate Finance of Industrial and Commercial Bank of China (Asia) Limited as well as an executive director of Kingston Corporate Finance Limited. Mr. Leung was a non-executive director of Mexan Limited, a company listed on the Stock Exchange, from January 2005 to October 2005.

Save as disclosed above, Mr. Leung had not held any directorships in any other listed public companies in the last three years and he does not hold any other position in the Group.

Mr. Leung entered into an employment agreement (the “Employment Agreement”) with the Company. Pursuant to the Employment Agreement, Mr. Leung is appointed as the Managing Director of the Company for a term commencing on 14 June 2007 and expiring on 31 March 2009 (the “Term”) and he is entitled to receive a monthly salary of HK\$160,000, an end of year payment equivalent to one month’s salary and a discretionary bonus in respect of each financial year which shall be determined by the Board in its absolute discretion; provided that the total amount of bonus payable to all executive Directors shall not exceed five per cent (5%) of the combined consolidated profit after taxation but before such bonus and extraordinary item of the Group for that financial year. The remuneration of Mr. Leung was determined by reference to his professional qualification and business experience and the time and effort to be spent by Mr. Leung in discharging his duties to the Group.

Mr. Leung does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Leung does not have any interests in the securities in the Company within the meaning of Part XV of the SFO.

Ms. CHUNG Oi Ling, Stella, aged 45, is an executive director of the Company appointed on 14 June 2007. She obtained a Bachelor Degree in Accounting and Banking from Chu Hai College, Hong Kong. She has more than fifteen years of extensive experience in administration, personnel and sales and marketing.

Save as disclosed above, Ms. Chung had not held any directorships in any other listed public companies in the last three years and she does not hold any other position in the Group.

There is no service contract and specific length of service between the Company and Ms. Chung. Ms. Chung is entitled to received a director’s fee of HK\$10,000 per month.

Ms. Chung does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Ms. Chung does not have any interests in the securities in the Company within the meaning of Part XV of the SFO.

Mr. WONG Ngao San, Marcus, aged 29, is an independent non-executive director of the Company appointed on 14 June 2007. He is a Registered Financial Planner and Certified Financial Consultant. Having more than 10 years of experiences in insurance and wealth management, he currently serves as District Director and Registered Financial Planner of American International Assurance Company (Bermuda) Limited. Mr. Wong has been a director of Yan Oi Tong since 2004.

Save as disclosed above, Mr. Wong had not held any directorships in any other listed public companies in the last three years and he does not hold any other position in the Group.

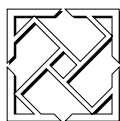
There is no service contract and specific length of service between the Company and Mr. Wong. Mr. Wong is entitled to receive a director's fee of HK\$8,000 per month.

Mr. Wong does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Wong does not have any interests in the securities in the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, there are no other matters in relation to the re-elections of Mr. Lo Wah Wai, Mr. Orr Joseph Wai Shing, Mr. Leung Heung Ying, Alvin, Ms. Chung Oi Ling, Stella and Mr. Wong Ngao San, Marcus (together defined as "Retiring Directors") that needed to be brought to the attention of the Stock Exchange or the Shareholders. There is no information relating to all the Retiring Directors that is required to be disclosed pursuant to Rules 13.51(2)(h)-(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



ARTFIELD GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1229)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Artfield Group Limited (the “Company”) will be held at Room 1507, 15th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 August 2007 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2007.
2. To re-elect the retiring directors and to authorise the board of directors to fix the directors’ remuneration.
3. To appoint auditors and to authorise the board of directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT

- (A) subject to paragraph (B) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Future Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or any other stock exchange as amended from time to time, be and is hereby, generally and unconditionally approved;
- (B) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(C) for the purposes of this resolution:

“Relevant Period” means the period from 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 bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”.

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

“THAT

- (A) subject to paragraph (C) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements, options which might require the exercise of such powers be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Right Issue (as hereafter defined), or (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted by the Company and/or its subsidiaries for the grant or issue of shares or rights to acquire shares in the capital of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

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(D) for the purposes of this resolution:

“Relevant Period” means the period from 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 bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

“Right Issue” means an offer of shares or issue of options to subscribe for shares open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognised regulatory body or any stock exchange, in any territory applicable to the Company).”

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** the general mandate granted to the directors of the Company pursuant to resolution numbered 5 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the directors of the Company of the powers of the Company to purchase such shares since the granting of such general mandate referred to in the above resolution numbered 5, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

7. As special business, to consider and, if thought fit, pass, with or without modification, the following resolution as an ordinary resolution of the Company:

“**THAT**, subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in such number of ordinary shares in the capital of the Company representing 10% of the ordinary shares in issue as at the date of passing this resolution, which may be issued pursuant to exercise of options to be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing scheme mandate limit under the share option scheme adopted by the Company on 23 August 2003 (“Share Option Scheme”) be refreshed so

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that the number of ordinary shares to be allotted and issued pursuant to the exercise of the options under the Share Option Scheme and other share option scheme(s) of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised) shall not exceed 10% of the ordinary shares in issue as at the date of the passing of this resolution (“Refreshed Scheme Mandate Limit”) and that any director of the Company be and are hereby authorized to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

8. As special business, to consider and, if thought fit, pass, with or without modification, the following resolution as a special resolution of the Company:

(A) “**THAT** the Bye-laws of the Company be amended in the following manner:

(i) Bye-law 63

By deleting the existing Bye-law 63 in its entirety and substituting therefor the following:–

“63 The chairman of the Company, or in his absence, the managing director shall preside as chairman at every general meeting. If at any meeting neither the chairman nor the managing director is present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman.”

(ii) Bye-law 115

By substituting from Bye-law 115 the word “president” with the words “managing director” after the words “he shall be required so to do by the”.

(iii) Bye-law 118

By deleting the existing Bye-law 118 in its entirety and substituting therefor the following:–

“118 The Board may elect a chairman of its meetings and determine the period for which he is to hold such office. If no chairman is elected, or if at any meeting neither the chairman nor the managing director is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.”

(iv) Bye-law 127(1)

By deleting from Bye-law 127(1) the words “president and vice-president or chairman and deputy chairman,” after the words “shall consist of a”.

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(v) **Bye-law 127(2)**

By deleting the existing Bye-law 127(2) in its entirety and renumbering Bye-laws 127(3), and 127(4) as Bye-laws 127(2) and 127 (3) respectively.

(vi) **Bye-law 129**

By deleting the existing Bye-law 129 in its entirety and substituting therefor the following:-

“129 The chairman, or in his absence, the managing director, shall act as chairman at all meetings of the Members and of the Directors at which he is present. In their absence a chairman shall be appointed or elected by those present at the meeting.”

- (B) “**THAT** the new Bye-laws, consolidating all of the proposed amendments referred to in paragraph 8 above and all previous amendments made in compliance with applicable laws, in the form produced to the meeting be and are hereby adopted with immediate effect in replacement of the existing Bye-laws.”

By Order of the Board
LAU King Pong
Company Secretary

Hong Kong, 31 July 2007

Notes:

1. The register of members of the Company will be closed from 21 August 2007 to 28 August 2007 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending the annual general meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Room 1803, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 20 August 2007.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited, at Room 1803, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding of the meeting or adjourned meeting.