



ARTFIELD GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1229)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special 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 Monday, 10 March 2008 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the authorised share capital of the Company be and is hereby approved to increase from HK\$90,000,000 divided into 900,000,000 shares of HK\$0.10 each (the “**Shares**”) to HK\$500,000,000 divided into 5,000,000,000 Shares by the creation of 4,100,000,000 unissued Shares, and such Shares, upon issue, shall rank pari passu in all respects with the existing Shares.”

2. “**THAT**, conditional upon the resolution 1 as set out in this notice being duly passed, the terms and conditions, execution, delivery, performance and implementation of the Subscription Agreement (as defined and described in the circular of the Company dated 21 February 2008 (the “**Circular**”)), a copy of which is produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated in or incidental to the Subscription Agreement be and are hereby approved, confirmed and ratified and any one of the directors of the Company (the “**Director**”) be and is hereby authorised on behalf of the Company:
 - (a) to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder;

- (b) subject to completion of the Subscription Agreement, to issue and allot the Subscription Shares (as defined and described in the Circular) in accordance with the terms of the Subscription Agreement;
- (c) subject to completion of the Subscription Agreement, to create and issue the Convertible Bond (as defined and described in the Circular) in accordance with the terms of the Subscription Agreement and to issue and allot the Conversion Shares (as defined and described in the Circular) upon exercise of the conversion rights attaching to the Convertible Bond in accordance with the terms and conditions attaching thereto;
- (d) to exercise or enforce all the rights of the Company under the Subscription Agreement; and
- (e) to complete the Subscription Agreement in accordance with its terms.”

By Order of the Board
Artfield Group Limited
LEUNG Heung Ying, Alvin
Managing Director

Hong Kong, 21 February 2008

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Room 1507, 15th Floor
Office Tower
Convention Plaza
1 Harbour Road
Wanchai, Hong Kong

Notes:

1. A shareholder (member) of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company. A proxy need not be a member of the Company but must be present in person to represent the member. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she or they represent as such member of the Company could exercise.
2. The form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
3. In the case of joint holders, any one of such holders may attend and vote at the meeting either personally or by proxy, but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of the said persons so present whose name stands first on the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
4. In order 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 of attorney or other authority), must be deposited at the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited at Rooms 1901-1902, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
5. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the meeting (or any adjournment thereof) if you so wish. In the event that you attend the meeting after having deposited a form of proxy, your form or forms of proxy shall be deemed to be revoked.

As at the date of this notice, the board of directors of the Company comprises Mr. Leung Heung Ying, Alvin (Managing Director), Ms. Chung Oi Ling, Stella and Mr. Lo Chi Ho, William as executive directors, and Mr. Lo Ming Chi, Charles, Mr. Orr Joseph Wai Shing and Mr. Wong Ngao San, Marcus as independent non-executive directors.