



ARTFIELD GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1229)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 20 JULY 2009 (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares of HK\$0.10 each in the capital of Artfield Group Limited (the "Company") HEREBY APPOINT³ the chairperson of the meeting
or _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting ("AGM") of the Company to be held at Suites 1003-1006, 10/F., Two Pacific Place, 88 Queensway, Hong Kong on 20 July 2009 at 11:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice of AGM as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

AS ORDINARY RESOLUTIONS		For ⁴	Against ⁴
1.	To consider and approve the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2009.		
2.	(i) To re-elect Mr. Kwan Man Fai as an executive director of the Company;		
	(ii) To re-elect Mr. Wong Man Hin, Raymond as an independent non-executive director of the Company;		
	(iii) To authorise the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint Messrs. SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the existing issued share capital of the Company at the date of passing this resolution.		
5.	To grant a general mandate to the directors of the Company to allot and issue shares of the Company not exceeding 20% of the existing issued share capital of the Company at the date of passing this resolution.		
6.	To extend the general mandate granted to the directors to issue shares of the Company under resolution 5 by including the amount of the shares repurchased by the Company under resolution 4.		
AS SPECIAL RESOLUTION			
7.	To approve the change of English name of the Company and adoption of Chinese secondary name of the Company.		

Dated this _____ day of _____ 2009. Signature(s)⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the chairperson of the meeting is preferred, delete the words "the chairperson of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company but must attend the meeting (or any adjournment thereof) to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION TICK IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, 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 the said meeting or adjourned meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. In the case of joint registered 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 in the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.