



National Arts Group Holdings Limited 國藝集團控股有限公司

(Formerly known as National Arts Entertainment and Culture Group Limited
國藝娛樂文化集團有限公司)

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8228)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 23 NOVEMBER 2021 (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of _____ shares²
of HK\$0.01 each in the capital of National Arts Group Holdings Limited (formerly known as National Arts Entertainment and Culture Group Limited) (“Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³ or _____
of _____
as my/our proxy to vote and act for me/us at the annual general meeting (“Meeting”) of the Company to be held at 10:30 a.m. on Tuesday, 23 November 2021 (and any adjournment thereof) at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting (“Notice”) and at the Meeting to vote for my/our behalf in respect of the resolutions as directed below:

Please indicate with a “✓” in the spaces provided how you wish your votes to be cast on a poll. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his/her discretion.

Ordinary Resolutions ¹⁰		For ⁴	Against ⁴
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“Directors” and each a “Director”) and the auditors of the Company for the year ended 31 December 2020.		
2.	(a) To re-elect Mr. Chow Kai Weng as a Director.		
	(b) To re-elect Mr. Ho Leung Ting as a Director.		
	(c) To re-elect Dr. Lam Lee G. as a Director.		
	(d) To authorise the board of Directors (“Board”) to fix the Directors’ remuneration.		
3.	To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.		
4.	To grant the Repurchase Mandate (as defined in the circular of the Company dated 25 October 2021 (“Circular”)) to the Directors to repurchase shares of the Company in the manner as set out in resolution no. 4 of the Notice.		
5.	To grant the General Mandate (as defined in the Circular) to the Directors to issue, allot and otherwise deal with additional shares of the Company in the manner as set out in resolution no. 5 of the Notice.		
6.	To extend the general mandate granted to the Directors to issue and allot the shares repurchased by the Company in the manner as set out in resolution no. 6 of the Notice.		

Date _____

Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each in the Company to which this form of proxy relates 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 Company registered in your name(s).
- A proxy need not be a member of the Company. A member of the Company is entitled to appoint a proxy to attend and vote in his stead. If such an appointment is made, you may delete the words “THE CHAIRMAN OF THE MEETING or” and insert the name and address of the person appointed as proxy in the space provided. If no name is inserted, the chairman of the Meeting will act as your proxy.
- Please indicate with a “✓” in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form of proxy is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion.
- 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 common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- 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 branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited (“Share Registrar”) at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://spot-emeeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event, by 10:30 a.m. on Sunday, 21 November 2021 or not less than 48 hours before the time for the holding of the adjourned meeting.
- In the case of joint holders, the vote of the senior holder who tenders as vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holders.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish, and in such case, the authority of your proxy will be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- The full text of the resolutions is set out in the Notice.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, the Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.