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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Art Group Holdings Limited (the “**Company**”) will be held by way of electronic means (via ZOOM MEETING ONLY) on Wednesday, 31 August 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“THAT

- (a) The Second Supplemental Agreement (as defined in the circular of the Company dated 12 August 2022) and the transactions (including the Loan) contemplated thereunder be and are hereby approved.
- (b) Any one director of the Company be and is hereby authorised to do all such act or things and sign all such documents, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the Second Supplemental Agreement and the transactions (including the Loan) contemplated thereunder.”

By order of the Board
Art Group Holding Limited
Chen Jinyan
Chairman

Hong Kong, 12 August 2022

Registered Office:

2nd Floor, Century Yard
Cricket Square
P.O. Box 902
Grand Cayman KY1-1103
Cayman Islands

*Head Office and principal place
of business in Hong Kong:*

Unit 1407, 14th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. In view of the current COVID-19 situation in Hong Kong, the EGM 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 EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM 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.
2. In order to be valid, the form of proxy must be deposited 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, at the offices of the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time for holding the EGM (i.e. Monday, 29 August 2022 at 11:00 a.m.) or any adjournment thereof.
3. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending the EGM or any adjournment thereof, should he so wish.
4. The register of members of the Company will be closed from Friday, 26 August 2022 to Wednesday, 31 August 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificate(s), must be lodged with the Company's branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 25 August 2022.
5. A form of proxy for use at the EGM is enclosed.

6. If typhoon signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM but before it has commenced, the EGM will be postponed. The Company will publish an announcement on the HKExnews website of the Stock Exchange at <http://www.hkexnews.hk> and on the website of the Company at <http://artgroup.etnet.com.hk> to notify Shareholders of the date, time and place of the rescheduled meeting.
7. Shareholders who would like to view, speak at and listen to the EGM through a live webcast will need to register by sending an email to the share registrar of the Company in Hong Kong, Tricor Investor Services Limited (the “**Registrar**”) at is-enquiries@hk.tricorglobal.com or via telephone hotline at (852) 2980 1333 during business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong Public holidays) no later than Monday, 29 August 2022 at 11:00 a.m. (being not less than forty-eight (48) hours before the time appointed for holding the EGM) to enable the Company to verify the Shareholders’ status. Authenticated Shareholders will receive an email confirmation by 30 August 2022, which contains a link to join the EGM via ZOOM MEETING. Shareholders MUST NOT forward the link to other persons who are not the Shareholders and who are not entitled to attend the EGM.
8. Shareholders may submit any questions they may have in advance in relation to the resolution set out in the notice of EGM by 11:00 a.m. on Monday, 29 August 2022 (being not less than forty-eight (48) hours before the time appointed for holding the EGM) via email to the Company’s branch share registrar, Tricor Investor Services Limited at is-enquiries@hk.tricorglobal.com or via telephone hotline at (852) 2980 1333 during business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong public holidays). The Board will address the questions during the EGM proceedings.

As at the date of this notice, the Board comprises the following directors:

Executive directors:

Mr. Chen Jinyan (*Chairman*)

Mr. Chen Jindong

Independent non-executive directors:

Mr. Kwan Chi Fai

Mr. Lin Ye

Ms. Chong Sze Pui Joanne

Ms. Wong Yueqin