



# ARTGO HOLDINGS LIMITED

## 雅高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3313)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 23 MAY 2017

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares  
of HK\$0.01 each in the share capital of ArtGo Holdings Limited (the "Company") hereby appoint the Chairman of the meeting<sup>(Note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AGM") of the  
Company for the year 2017 to be held at 9/F., People's Insurance Mansion, No. 8, Fuyou Road, Huangpu District, Shanghai, People's Republic of  
China on Tuesday, 23 May 2017 at 10:00 a.m. (and at any adjournment thereof).

Please tick ("√") the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll<sup>(Note 4)</sup>.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2016.		
2.	To re-elect Mr. Leung Ka Kit as an executive director of the Company.		
3.	To re-elect Mr. Li Dingcheng as an executive director of the Company.		
4.	To re-elect Mr. Gu Zengcai as a non-executive director of the Company.		
5.	To re-elect Mr. Hui Yat On as an independent non-executive director of the Company.		
6.	To re-elect Mr. Wang Hengzhong as an independent non-executive director of the Company.		
7.	To authorise the board of directors of the Company to fix the remuneration of directors of the Company.		
8.	To re-appoint Ernst & Young as auditor and to authorize the board of directors to fix their remuneration.		
9.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
10.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
11.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares of the Company by the aggregate number of shares repurchased by the Company.		

Date: \_\_\_\_\_ 2017

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
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 of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the AGM may appoint more than one proxy to attend and vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("√") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("√") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its seal or under the hand of an officer, attorney or other person duly authorized.
6. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
7. In order 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 notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM if you so wish and, in such event, this form of proxy shall be deemed to be revoked.