Arts Group

ARTS OPTICAL INTERNATIONAL HOLDINGS LIMITED

雅視光學集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1120)

Form of proxy for use at the annual general meeting to be held at 3:00 p.m. on Thursday, 23rd May, 2019 (or at any adjournment thereof)

I/We[1], ______________________________

of ______________________________

being the registered holder(s) of ______________________________[2] shares of HK$0.10 each in the share capital of Arts Optical International Holdings Limited (the "Company"), HEREBY APPOINT the Chairman of the Meeting or ______________________________[3] (holder of Hong Kong Identity Card or any Passport number ____________________)[4] or failing him/her, ______________________________

of ______________________________, as my/our proxy to act for me/us at the annual general meeting (the "Meeting") (or at any adjournment thereof) of the Company to be held at Garden Room A-B, 2/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 23rd May, 2019 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as indicated herein below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR[5]	AGAINST[5]
1.	To receive and consider the audited financial statements and the reports of the directors ("Directors") and independent auditor of the Company for the year ended 31st December, 2018.		
2.	(a) To re-elect Mr. Ng Kim Ying as an executive Director.		
	(b) To re-elect Mr. Ng Hoi Ying, Michael as an executive Director.		
3.	To authorise the remuneration committee to fix the remuneration of the executive Directors.		
4.	To approve the payment of remuneration to each of the independent non-executive Directors.		
5.	To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of Directors to fix their remuneration.		
6.	To grant a general mandate to the Directors for the repurchase of shares of the Company ("Shares") up to 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To grant a general mandate to the Directors for the issue of Shares up to: (a) 5% of the total number of issued shares of the Company as at the date of passing of this resolution in the case of an allotment and issue of Shares for cash; and (b) 20% of the total number of issued shares of the Company as at the date of passing of this resolution in the case of an allotment and issue of Shares other than for cash.		

Dated this ____________ day of ____________, 2019 Signature[6]: ______________________

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 of HK$0.10 each 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. (a) If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name of the proxy desired in the space provided.
   (b) You may appoint more than one proxy to attend and vote at the Meeting on your behalf. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy/proxies need not be a member(s) of the Company but must attend the Meeting in person to represent you.
   (c) Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
4. Please fill in EITHER the Hong Kong Identity Card OR Passport number of the proxy. The proxy should bring along his/her Hong Kong Identity Card or Passport and is required to show it for identification purpose before entering the venue of the Meeting.
5. (a) Important: If you wish to vote for any resolution, tick in the box marked "FOR" beside the appropriate resolution. If you wish to vote against any resolution, tick in the box marked "AGAINST" beside the appropriate resolution. If no such indication is given, your proxy is entitled to vote on your behalf at his or her absolute discretion.
   (b) If you wish to vote both "FOR" and "AGAINST" in any single resolution, please state clearly the respective number of shares to which each vote of "FOR" and "AGAINST" relates.
   (c) In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. (a) 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 any officer, attorney or other person duly authorised.
   (b) 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 certified copy of such power of authority, must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting, or any adjournment thereof (as the case may be).
7. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.

* *For identification purpose only*