



VERTEX GROUP LIMITED

慧峰集團有限公司*

(to be renamed as NATIONAL ARTS HOLDINGS LIMITED)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8228)

FORM OF PROXY

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01 each (the "Shares") in the
share capital of Vertex Group Limited (the "Company") hereby appoint³ _____
of _____
or the Chairman as my/our proxy at the annual general meeting (the "Meeting") (and at any adjournment thereof) of the Company to be
held at 10:30 a.m. on Monday, 3 May 2010 at Boardroom, Wharney Guang Dong Hotel, 57-73 Lockhart Road, Wanchai, Hong Kong for
the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting to
vote on my/our behalf in respect of the resolutions as directed below:

	RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited financial statements of the Company for the year ended 31 December 2009 together with the reports of the board of directors of the Company (the "Board") and the auditors of the Company		
2.	(i) To re-elect directors of the Company:		
	(a) Mr. Poon Shu Yan Joseph		
	(b) Mr. Lam Kwok Hing Wilfred		
	(c) Mr. Chan Tin Lup Trevor		
	(ii) To authorize the Board to fix the Directors remuneration		
3.	To re-appoint the auditors of the Company and to authorise the Board to fix their remuneration		
4.	To pass ordinary resolution no. 4 set out in the notice of the Meeting in respect of the general mandate to issue shares		
5.	To pass ordinary resolution no. 5 set out in the notice of the Meeting in respect of the repurchase mandate		
6.	To pass ordinary resolution no. 6 set out in the notice of the Meeting in respect of the extension of the general mandate to issue shares by addition of the shares repurchased		

Dated this _____ day of _____ 2010 Signature(s)⁶: _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 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 "or the Chairman" and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.** If no name is inserted, the duly appointed Chairman of the Meeting will act as your proxy.
- Please indicate with a "✓" in the appropriate space beside each item how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any such indication, the 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 Meeting other than those referred to in the notice convening the Meeting.
- In the case of joint holders, the vote of the senior 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.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney or other person duly authorized.
- To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's head office and principal place of business in Hong Kong at Room 905-906, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong not less than 48 hours before the time appointed for holding this Meeting or any adjourned meeting (as the case may be).
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting should you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

* For identification purpose only