
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Artini China Co. Ltd., you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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ARTINI

ARTINI CHINA CO. LTD.

雅天妮中國有限公司

(Incorporated in Bermuda with limited liability)

Stock Code: 789

**RENEWAL OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES**

RE-ELECTION OF DIRECTORS

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Artini China Co. Ltd. to be held at Alexandra Room, 2/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on 28 August 2008 (Thursday) at 3:00 p.m. is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Rooms 1806-7, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof, should you so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Alexandra Room, 2/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on 28 August 2008 (Thursday) at 3:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages 11 to 14 of this circular;
“associate”	has the same meaning as defined in Chapter 1 of the Listing Rules;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company adopted pursuant to written resolutions of the Shareholders passed on 23 April 2008;
“Company”	Artini China Co. Ltd., a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange;
“connected person”	has the same meaning as defined in the Listing Rules;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong.
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 11 in the AGM notice;
“Latest Practicable Date”	24 July 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 12 in the AGM Notice;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary shares of HK\$0.10 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers.

ARTINI
ARTINI CHINA CO. LTD.
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(Incorporated in Bermuda with limited liability)

Stock Code : 789

Executive Directors

Mr. Tse Chiu Kwan (*Chairman*)
Ms. Yip Ying Kam (*Vice Chairman*)
Mr. Xie Hai Hui (*Chief Operating Officer*)
Ms. Ho Pui Yin, Jenny

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors

Ms. Chan Man Tuen, Irene
Mr. Lau Fai, Lawrence
Mr. Fan William Chung Yue

Principal place of business in Hong Kong:

Flat B1, 1st Floor
Kaiser Estate, Phase 1
41 Man Yue Street
Hung Hom, Kowloon,
Hong Kong

To the Shareholders of Arini China Co. Ltd.

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you with details of re-election of directors; and (iv) give you notice of the AGM.

GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to give to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with a maximum of 200,000,000 new Shares, representing 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase a maximum of 100,000,000 Shares, representing 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will also be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

LETTER FROM THE BOARD

The above mandates, unless revoked or varied by way of ordinary resolutions of the shareholders in general meeting, will expire at the conclusion of next annual general meeting of the Company, which is expected to be convened on or before 30 September 2009.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 86(2), Mr. Xie Hai Hui, Ms. Ho Pui Yin, Jenny, Ms. Chan Man Tuen, Irene, Mr. Lau Fai, Lawrence and Mr. Fan William Chung Yue shall hold office only until the AGM and shall then be eligible for re-election at that meeting. Pursuant to Bye-law 87(1), at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. As such, Ms. Yip Ying Kam will retire from office by rotation.

All of the retiring Directors, being eligible, will offer themselves for re-election at the AGM. The particulars of these directors which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Alexandra Room, 2/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on 28 August 2008 (Thursday) at 3:00 p.m. is set out on pages 11 to 14 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Rooms 1806-7, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members will be closed from 26 August 2008 to 28 August 2008, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed dividend and to determine the identity of shareholders who are entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, located at Rooms 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 August 2008.

LETTER FROM THE BOARD

PROCEDURES FOR DEMANDING A POLL

Pursuant to Bye-law 66, a resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

RECOMMENDATION

The Directors consider that the resolutions set out in the AGM Notice including the granting of the Issue Mandate and the Repurchase Mandate are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of all resolutions as set out in the AGM Notice.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

By Order of the Board

Tse Chiu Kwan

Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit company with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum of association and Bye-laws of the Company and the laws of Bermuda.

As compared with the financial position of the Company as at 31 March 2008 (being the date to which the latest audited financial statements of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the repurchase proposal to repurchase a maximum of 100,000,000 Shares, representing 10% of the aggregate nominal value of Shares of the Company in issued.

The above mandate, unless revoked or varied by way of an ordinary resolution of the shareholders in general meeting, will expire at the conclusion of next annual general meeting of the Company, which is expected to be convened on or before 30 September 2009.

4. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and in accordance with the memorandum of association and Bye-laws of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a

result, a shareholder or a group of shareholders acting in concert, depending on the level of increase of the shareholder's interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Fully Gain Worldwide Limited was interested in 648,000,000 Shares, representing approximately 64.80% of the issued share capital of the Company, and Excellent Gain International Holdings Limited was interested in 72,000,000 Shares, representing approximately 7.20% of the issued share capital of the Company.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate and on the assumption that no further shares are issued or repurchased from the Latest Practicable Date to the date of the AGM, the shareholding interest of Fully Gain Worldwide Limited and Excellent Gain International Holdings Limited would be increased to approximately 72% and 8% respectively. In the opinion of the Directors, such increase will not give rise to mandatory offer in accordance with Rule 26 of the Takeover Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The Company has not repurchased any Shares on the Stock Exchange in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company since the day the Shares commenced trading on the Stock Exchange on 16 May 2008 and ending on the Latest Practicable Date.

9. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous three months since the day the Shares commenced trading on the Stock Exchange on 16 May 2008 and up till the Latest Practicable Date were as follows:

2008	Shares	
	Highest	Lowest
	HK\$	HK\$
May	2.28	1.70
June	2.20	1.77
July (up to Latest Practicable Date)	1.92	1.57

APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed by the Listing Rules are set out below:

Ms. YIP Ying Kam—*executive Director*

Ms. YIP Ying Kam, aged 44, is the co-founder of our Group, and was appointed as vice chairman of the Board and executive Director on 14 June 2007. Ms. Yip, co-founded our Group in June 1992 with Mr. Tse, is primarily responsible for overseeing the corporate development, investment divisions, administration, human resources and information technology of our Group. Following her academic studies, she joined Mr. Tse in managing our Group's business. Ms. Yip has over 18 years of experience in the fashion jewelry industry. Ms. Yip has obtained an Honours Diploma in history from the Hong Kong Baptist College (now known as the Hong Kong Baptist University). Ms. Yip was not a director of any listed company at any time during the last three years. Ms. Yip is the spouse of Mr. Tse Chiu Kwan, executive Director and the sister-in-law of Mr. Xie Hai Hui, executive Director. Save as disclosed above, Ms. Yip does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company.

Ms. Yip is a substantial shareholder of the Company. As at the Latest Practicable Date, Ms. Yip is interested in 72,000,000 Shares (through Excellent Gain International Holdings Limited, a company wholly-owned by Ms Yip), representing approximately 7.20% of the issued share capital of the Company, and options which were granted under the Company's pre-listing share option scheme in respect of 1,500,000 Shares, representing approximately 0.15% of the issued share capital of the Company, within the meaning of Part XV of the SFO. Save as disclosed above, she does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company nor does she have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Yip entered into a service contract with the Company for an initial term of 3 years commencing on 16 May 2008 which may be terminated after the first two years of appointment by either party giving to the other not less than three months' prior notice in writing. Ms. Yip is entitled to an annual salary of HK\$1,800,000 which is determined by reference to the prevailing market rate and her time, effort and expertise devoted to the Company's affairs. As an executive Director, she is also entitled to a discretionary bonus for each financial year which, in aggregate, shall not exceed 15% of the Company's consolidated net profit after tax in that financial year.

Save as disclosed above, there is no other information relating to Ms. Yip that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or any other matters relating to Ms. Yip which needs to be brought to the attention of holders of securities of the Company.

Mr. XIE Hai Hui—*executive Director*

Mr. XIE Hai Hui, aged 37, was appointed as executive Director on 23 April 2008. Mr. Xie joined our Group in January 2002. Mr. Xie is also acting as the chief operation officer of our Group and is primarily responsible for factory management, exports and retail management and development divisions of our Group. Prior to joining our Group, Mr. Xie has over 10 years of experience in the fashion accessories industry. He is currently the vice president of the 1st Executive Committee of the China Fashion Jewelry Industry Association (中國頭飾用品專業委員會第一屆理事副會長) and the vice president of the Fashion Accessories Division of the China Jewelry and Accessories Industry Association (中國珠寶玉石首飾行業協會流行品分會副會長). Mr. Xie was also appointed as the vice chairman of Hai Feng County Federation of Industry and Commerce (海豐縣工商業聯合會副會長) in January 2006, and member of the Executive Committee of Guangdong Federation of Industry & Commerce of General Chamber of Commerce of the Guangdong Province (廣東省工商業聯合會所(總商會)第十屆執行委員會). Mr. Xie has been appointed as the delegate of the National People's Congress of Haifeng County and the delegate of the National People's Congress of Shanwei City respectively (海豐縣及汕尾市人民代表大會代表). Mr. Xie was awarded as 最具競爭力企業家 (The Most Competitive

APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

Entrepreneur) jointly by the Investment Committee of Outstanding Chinese People for the Celebration of the 10th Anniversary of the Return of Sovereignty of Hong Kong, the China Straits Triplace Experts Enterpriser Associations, The Hong Kong Small and Medium Enterprises Association and 深圳市南方民營科技研究院 (Shenzhen City Southern Privately Run Science and Technology Institute) on 1 July 2007. Mr. Xie was not a director of any listed company at any time during the last three years. Mr. Xie is the brother of Mr. Tse Chiu Kwan, executive Director and the brother-in-law of Ms. Yip Ying Kam, executive Director. Save as disclosed above, Mr. Xie does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Xie does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Xie entered into a service contract with the Company for an initial term of 3 years commencing on 16 May 2008 which may be terminated after the first two years of appointment by either party giving to the other not less than three months' prior notice in writing. Mr. Xie is entitled to an annual salary of HK\$1,320,000 which is determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company's affairs. As an executive Director, he is also entitled to a discretionary bonus for each financial year which, in aggregate, shall not exceed 15% of the Company's consolidated net profit after tax in that financial year.

Save as disclosed above, there is no other information relating to Mr. Xie that can be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or any other matters relating to Mr. Xie which needs to be brought to the attention of holders of securities of the Company.

Ms. HO Pui Yin, Jenny—*executive Director*

Ms. HO Pui Yin, Jenny, aged 39, was appointed as executive Director on 23 April 2008. Ms. Ho has joined our Group since December 1993 after she completed her academic studies and has more than 14 years of experience in the fashion accessories industry. Ms. Ho is the general manager of our Group and is primarily responsible for the management and development of our Group's CDM business. Prior to her appointment as an executive Director, Ms. Ho was appointed as the general manager of our Group since 26 February 2002. Ms. Ho graduated from the University of Central Lancashire with a Degree of Bachelor of Arts in Business and Finance. Ms. Ho was not a director of any listed company at any time during the last three years.

Options in respect of 500,000 Shares, representing approximately 0.05% of the issued share capital of the Company, have been granted to Ms. Ho under the Company's pre-listing share option scheme. Save as disclosed above, Ms. Ho does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company nor does she have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Ho entered into a service contract with the Company for an initial term of 3 years commencing on 16 May 2008 which may be terminated after the first two years of appointment by either party giving to the other not less than three months' prior notice in writing. Ms. Ho is entitled to an annual salary of HK\$1,150,000 which is determined by reference to the prevailing market rate and her time, effort and expertise devoted to the Company's affairs. As an executive Director, she is also entitled to a discretionary bonus for each financial year which, in aggregate, shall not exceed 15% of the Company's consolidated net profit after tax in that financial year.

Save as disclosed above, there is no other information relating to Ms. Ho that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or any other matters relating to Ms. Ho which needs to be brought to the attention of holders of securities of the Company.

APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

Ms. CHAN Man Tuen, Irene—*Independent non-executive Director*

Ms. CHAN Man Tuen, Irene, aged 42, was appointed as independent non-executive Director on 23 April 2008. Ms. Chan is currently the director of human resources of Beijing Olympic Broadcasting Co., Limited. Ms. Chan has held various management positions in the Walt Disney Company (Asia Pacific) Limited, the Hongkong Disneyland Management Limited and Shell Hong Kong Limited. Ms. Chan has served a number of charitable or non-profit making bodies, including the Community Chest of Hong Kong (General Donations and Special Events Committee member), the Zonta Club of New Territories (member), Environmental Campaign Committee (co-opted member of Projects and Publicity Working Group). Ms. Chan graduated from the University of Essex in the UK with a Bachelor degree in Policy-Making and Administration in July 1987 and obtained a Degree of Master of Business Administration from the City University in London and a Degree of Master of Philosophy from the University of Cambridge. Ms. Chan was not a director of any listed company at any time during the last three years.

Ms. Chan has been appointed on 23 April 2008 for a term expiring on 31 August 2009. Ms. Chan is entitled to a fee of HK\$180,000 per annum. Ms. Chan does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Chan does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Ms. Chan that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or any other matters relating to Ms. Chan which needs to be brought to the attention of holders of securities of the Company.

Mr. LAU Fai, Lawrence—*independent non-executive Director*

Mr. LAU Fai, Lawrence, aged 36, was appointed as independent non-executive Director on 23 April 2008. Mr. Lau has over 13 years of experience in accounting, corporate finance and auditing. He is a practising certified public accountant in Hong Kong and is currently the Qualified Accountant of Founder Holdings Limited and EC-Founder (Holdings) Company Limited, both of which are listed on the main board of the Stock Exchange. Mr. Lau has previously worked in Price Waterhouse Company Limited (now known as PricewaterhouseCoopers) as an accountant from 1994 to 1998. Mr. Lau is a member of the Hong Kong Society of Accountants (now known as the Hong Kong Institute of Certified Public Accountants) and a fellow member of the Association of Chartered Certified Accountants in the UK. Mr. Lau graduated from The University of Hong Kong with a Degree of Bachelor of Business Administration and obtained a Master of Corporate Finance from The Hong Kong Polytechnic University. Mr. Lau was not a director of any listed company at any time during the last three years.

Mr. Lau has been appointed on 23 April 2008 for a term expiring on 31 August 2009. Mr. Lau is entitled to a fee of HK\$222,000 per annum. Mr. Lau does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Lau does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Lau that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or any other matters relating to Mr. Lau which needs to be brought to the attention of holders of securities of the Company.

Mr. FAN William Chung Yue—*independent non-executive Director*

Mr. FAN William Chung Yue, aged 67, was appointed as independent non-executive Director on 23 April 2008. Mr. Fan has been a practising solicitor of the High Court of Hong Kong since 1974. He is currently a consultant of Fan & Fan, Solicitors. Mr. Fan is also a director of Chinney Investments, Limited and a non-executive director of Alltronics Holdings Limited since 1987 and 2005 respectively. Both of these companies are listed on the main board of the Stock Exchange. Mr. Fan graduated from Northwestern University in 1964 with a Degree of Bachelor of Arts and from the University of Edinburgh in 1967 with a Bachelor degree in Laws. Save as disclosed above, Mr. Fan was not a director of any listed company at any time during the last three years.

Mr. Fan has been appointed on 23 April 2008 for a term expiring on 31 August 2009. Mr. Fan is entitled to a fee of HK\$180,000 per annum. Mr. Fan does not have any relationship with any director, member of senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Fan does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Fan that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or any other matters relating to Mr. Fan which needs to be brought to the attention of holders of securities of the Company.

NOTICE OF ANNUAL GENERAL MEETING

ARTINI

ARTINI CHINA CO. LTD.

雅天妮中國有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 789)

NOTICE IS HEREBY GIVEN that an annual general meeting of Artini China Co. Ltd. (the “Company”) will be held at Alexandra Room, 2/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on 28 August 2008 (Thursday) at 3:00 p.m. for the following purposes:-

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 March 2008 and the reports of the directors and auditors of the Company.
2. To declare a special dividend.
3. To re-elect Ms. Yip Ying Kam as an executive director of the Company.
4. To re-elect Mr. Xie Hai Hui as an executive director of the Company.
5. To re-elect Ms. Ho Pui Yin, Jenny as an executive director of the Company.
6. To re-elect Ms. Chan Man Tuen, Irene as an independent non-executive director of the Company.
7. To re-elect Mr. Lau Fai, Lawrence as an independent non-executive director of the Company.
8. To re-elect Mr. Fan William Chung Yue as an independent non-executive director of the Company.
9. To authorise the board of directors to fix the remuneration of the directors of the Company.
10. To re-appoint auditors and authorise the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed, as ordinary resolutions of the Company:-

ORDINARY RESOLUTIONS

11. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the day of passing this resolution; and

(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and Bye-laws of the Company or any applicable law of Bermuda to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)”.

12. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution; and

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(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and Bye-laws of the Company or any applicable law of Bermuda to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting”.

13. “**THAT** conditional upon the passing of ordinary resolutions nos. 11 and 12 in the notice convening the annual general meeting of the Company, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution no. 12 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the said ordinary resolution no. 11”.

By Order of the Board
Tse Chiu Kwan
Chairman

Hong Kong, 30 July 2008

Executive Directors

Mr. Tse Chiu Kwan (Chairman)
Ms. Yip Ying Kam (Vice Chairman)
Mr. Xie Hai Hui (Chief Operating Officer)
Ms. Ho Pui Yin, Jenny

Independent non-executive Directors

Ms. Chan Man Tuen, Irene
Mr. Lau Fai, Lawrence
Mr. Fan William Chung Yue

Notes:

1. A form of proxy for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

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4. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Rooms 1806-7, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened.
6. Where there are joint holders of any Share, any one of such joint holder may vote either in person or by proxy in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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.
7. The register of members of the Company will be closed from 26 August 2008 to 28 August 2008, both days inclusive, during which no transfer of share will be effected. In order to qualify for attending the Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch register in Hong Kong, Computershare Hong Kong Investors Services Limited, located at Rooms 1712 – 1716, 17th Floor., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 August 2008 for registration.