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**A R T I N I**  
**ARTINI CHINA CO. LTD.**  
**雅天妮中國有限公司**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 789)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Artini China Co. Ltd. (“Company”) will be held at 10:00 a.m. on Monday, 17 November 2014 at Flat B1, 1st Floor, Kaiser Estate, Phase 1, 41 Man Yue Street, Hunghom, Kowloon, Hong Kong for the purpose of considering, if thought fit, passing the following resolutions (with or without amendments):

**SPECIAL RESOLUTION**

1. “**THAT** subject to and conditional upon, (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares (as defined below) (in issue and to be issued by the Company pursuant to the share option scheme) upon the Capital Reorganisation (as defined below) becoming effective; and (ii) compliance with the relevant procedures and requirements under the laws of Bermuda and the Listing Rules to effect the Capital Reorganisation (as defined below), with effect from 9:00 a.m. on Tuesday, 18 November 2014 (Hong Kong time) or such time or such other date and/or time as the directors of the Company may determine:
  - (a) every two (2) existing issued and unissued ordinary shares of par value HK\$0.10 each in the share capital of the Company be consolidated into one (1) ordinary share of par value HK\$0.20 (the “Consolidated Share(s)”) (the “Share Consolidation”);
  - (b) the issued share capital of the Company be reduced by the cancellation of (i) the paid-up capital of the Company to the extent of HK\$0.19 on each Consolidated Share such that the nominal value of each issued Consolidated Share will be reduced from HK\$0.20 to HK\$0.01, and (ii) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation (the “Capital Reduction”);
  - (c) each authorised but unissued Consolidated Share of nominal value of HK\$0.20 (including all those arising from the Capital Reduction) be sub-divided into twenty (20) ordinary shares of par value of HK\$0.01 each (the “New Share(s)”) (the “Share Subdivision”);
  - (d) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company;

- (e) the directors of the Company (the “Directors”) be and are hereby authorised to apply all or any amount from time to time standing to the credit of the contributed surplus account of the Company to set off the accumulated losses of the Company (the “Elimination of Accumulated Losses”); and
- (f) the Directors be and are hereby authorised generally to do all such acts, deeds and things and to sign all documents as he/she may, in his/her absolute discretion deem necessary, desirable or appropriate to give effect and implement the Capital Reorganisation.”

For the purpose of the Resolution No.1 above, “Capital Reorganisation” means the proposed reorganisation of the capital of the Company by way of the (i) Share Consolidation, (ii) the Capital Reduction, (iii) the Share Subdivision and (iv) the Elimination of Accumulated Losses.

### **ORDINARY RESOLUTION**

- 2. **“THAT** subject to the fulfillment of the conditions set out in the Underwriting Agreement (as defined below):
  - (a) the allotment and issue of 1,855,980,483 New Shares (as defined in Resolution No 1 above) in the share capital of the Company (the “Offer Shares”) by way of open offer (the “Open Offer”) at the subscription price of HK\$0.10 per Offer Share to the qualifying holders of the Shares (the “Qualifying Shareholders”) of the Company whose names appear on the register of members of the Company on Tuesday, 25 November 2014 (or such later date as the Company and the Underwriter (as defined below) may agree to be the record date for such Open Offer) (the “Record Date”) other than those Shareholders with addresses on the Record Date are outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Open Offer to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place (the “Excluded Shareholders”) on the basis of three (3) Offer Shares for every one (1) New Share held on the Record Date, as described in further details in the circular and on and subject to such terms and conditions as may be determined by the Directors and otherwise pursuant to and subject to the fulfilment of the conditions set out in the underwriting agreement dated 19 September 2014 (the “Underwriting Agreement” including all supplemental agreements(s) relating thereto, if any) (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) and made between, among others, the Company and Guotai Junan Securities (Hong Kong) Limited as underwriter (the “Underwriter”), and the transactions contemplated thereunder, be and are hereby approved;
  - (b) the directors of the Company (the “Directors”) be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to Excluded Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;

- (c) the entering into of the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Offer Shares, if any, by the Underwriter) be and is hereby approved;
- (d) the arrangements for application for Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and are hereby approved, confirmed and ratified; and
- (e) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer as he considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder or in this resolution.”

By Order of the Board  
**Tse Hoi Chau**  
*Chairman*

Hong Kong, 24 October 2014

*Executive Directors*

Mr. Tse Hoi Chau (*Chairman & Chief Executive*)

Mr. Lin Shao Hua

*Independent non-executive Directors*

Mr. Lau Fai Lawrence

Mr. Lau Yiu Kit

Mr. Zeng Zhaohui

*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/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy 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/she/it represents 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.
- (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, Union Registrars Limited, located at 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the 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/it was 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.

*As at the date of this announcement, the executive Directors are Mr. Tse Hoi Chau (Chairman & Chief Executive) and Mr. Lin Shao Hua; and the independent non-executive Directors are Mr. Lau Fai Lawrence, Mr. Lau Yiu Kit and Mr. Zeng Zhaohui.*