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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)

**(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD AT 10:00 A.M. ON 17 NOVEMBER 2014; AND
(2) FULFILLMENT OF ALL THE CONDITIONS OF
THE CAPITAL REORGANISATION**

The Board is pleased to announce that all the ordinary and special resolutions in respect of the Capital Reorganisation, the Open Offer and the respective transactions contemplated thereunder were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll at the SGM held at 10:00 a.m. on 17 November 2014.

All the conditions to the Capital Reorganisation have been fulfilled and the Capital Reorganisation will become effective on 18 November 2014.

INTRODUCTION

Reference is made to (i) the announcement of Artini China Co. Ltd. (the “Company”) dated 23 September 2014 and (ii) the circular of the Company dated 24 October 2014 (the “Circular”) in relation to, among other things, the Capital Reorganisation and the Open Offer. Unless otherwise specified herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE SGM

The Board is pleased to announce that all the ordinary and special resolutions in respect of the Capital Reorganisation, the Open Offer and the respective transactions contemplated thereunder were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll at the SGM held at 10:00 a.m. on 17 November 2014.

At the SGM, voting in respect of (i) the special resolution as regards the Capital Reorganisation (the “Capital Reorganisation Resolution”); and (ii) the ordinary resolution as regards the Open Offer (the “Open Offer Resolution”) were conducted by way of poll.

Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the SGM.

The poll results taken at the SGM in respect of the resolutions are as follows:

Resolutions		Total Number of Votes	Number of Votes (percentage of Total Number of Votes)	
			For	Against
Special resolution set forth in the notice of the SGM (note)				
1.	To approve the Capital Reorganisation involving the Share Consolidation, the Capital Reduction, the Share Subdivision and the Elimination of Accumulated Losses	206,011,000	206,001,000 (99.9951%)	10,000 (0.0049%)
As not less than 75% of the votes were cast in favour of the above resolution, the Capital Reorganisation Resolution was duly passed by the Shareholders as a special resolution.				
Ordinary resolution set forth in the notice of the SGM (note)				
2.	To approve (i) the Open Offer, whereby the proposed issue of three (3) Offer Shares for every one (1) New Share at the subscription price of HK\$0.10 per Offer Share and (ii) the Underwriting Agreement dated 19 September 2014 entered into among the Company, the Undertaking Shareholders and the Underwriter in relation to the underwriting arrangement of the Open Offer	206,011,000	206,001,000 (99.9951%)	10,000 (0.0049%)
As more than 50% of the votes were cast in favour of the above resolution, the Open Offer Resolution was duly passed by the Independent Shareholders as an ordinary resolution.				

Note: The full text of the resolutions are set out in the notice of the SGM dated 24 October 2014.

As at the date of the SGM, the total number of issued Shares in the Company was 1,237,320,323 Shares.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder have material interest in the Capital Reorganisation and accordingly no Shareholders are required to abstain from voting on the Capital Reorganisation Resolution at the SGM. The total number of Shares entitling the Shareholders to attend and vote for or against the Capital Reorganisation Resolution at the SGM was 1,237,320,323 Shares, representing 100% of the total issued share capital of the Company.

As disclosed in the Circular, as the Open Offer will increase the issued share capital of the Company by more than 50%, pursuant to the Listing Rules, any controlling shareholders of the Company and their associates or, where there are no controlling shareholders, Directors (excluding independent non-executive Director), the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution relating to the Open Offer. Mr. Tse and Walifax Investments, being the controlling shareholders of the Company, hold in aggregate of 550,045,994 Shares as at the date of the SGM (representing approximately 44.45% of the issued share capital of the Company) abstained from voting at the SGM in favour of the Open Offer Resolution pursuant to the Listing Rules. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the Open Offer Resolution at the SGM was 687,274,329 Shares, representing approximately 55.55% of the issued share capital of the Company.

Save as disclosed above, there was no Share entitling the Shareholders to attend and abstain from voting in favour of the resolutions, and no Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the SGM.

Shareholders and potential investors of the Company should note that the Open Offer is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. For details of other conditions of the Open Offer, please refer to the paragraph headed “Conditions of the Open Offer” in the section headed “Letter from the Board” in the Circular. Accordingly, the Open Offer may or may not proceed.

Shareholders and potential investors of the Company should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

EFFECTIVE DATE OF THE CAPITAL REORGANISATION

The Board is pleased to announce that on 13 November 2014, the Listing Committee of the Stock Exchange granted its approval to the listing of, and permission to deal in the New Shares (in issue and to be issued by the Company pursuant to the Share Option Scheme). All the conditions to the Capital Reorganisation have been fulfilled and the Capital Reorganisation will become effective on 18 November 2014.

Please refer to the timetable as set out in the Circular for the dates relating to the trading arrangement, arrangement of free exchange of share certificates and matching services for odd lots in connection with the Capital Reorganisation.

DESPATCH OF PROSPECTUS DOCUMENTS

Subject to, among other things, the registration of the Prospectus Documents with the Registrars of Companies in Hong Kong, it is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders and the Prospectus will be despatched to the Excluded Shareholder (if any) for information only, on 27 November 2014.

By order of the Board
Artini China Co. Ltd.
Tse Hoi Chau
Chairman

Hong Kong, 17 November 2014

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