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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 (the “**Meeting**”) of Artini China Co. Ltd. (the “**Company**”) will be held at 9/F., Gloucester Tower, The Landmark, 15 Queen’s Road, Central, Hong Kong on 26 August 2016 (Friday) at 9:00 a.m. for the purpose of considering and, if though fit, passing, with or without modification the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

1. “THAT:

- (i) the conditional sale and purchase agreement (the “**Acquisition Agreement**”) entered into between Artini Sales Company Limited (the “**Purchaser**”) and Stand Charm Limited and Dragon Max Enterprises Limited (together, the “**Vendors**”) on 13 April 2016 pursuant to which the Purchaser has conditionally agreed to purchase and the Vendors have conditionally agreed to sell all the issued shares in Primeview Technology Limited (a copy of which has been tabled at the Meeting marked “A” and initialed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (ii) the conditional subscription agreement (the “**Subscription Agreement**”) entered into between Walifax Investments Limited (the “**Subscriber**”) and the Company on 13 April 2016 pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 2,440,000,000 ordinary shares of HK\$0.01 each (the “**Subscription Shares**”) at the price of HK\$0.074 per Subscription Share (a copy of which has been tabled

at the Meeting marked “B” and initialed by the chairman hereof for the purpose of identification) and all the transactions contemplated thereunder (including but not limited to the allotment and issue of the Subscription Shares) be and are hereby approved, confirmed and ratified; and

(iii) any one director of the Company be and is hereby authorized to do all such acts and things and execute such documents and take all steps which, in his/her opinion deemed necessary, desirable or expedient to implement and/or give effect to the Acquisition Agreement and the transactions contemplated thereunder and/or the Subscription Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of 2,440,000,000 new Shares under the Subscription Agreement) for and on behalf of the Company.”

2. “**THAT**, subject to and conditional upon the passing of the resolution set out as Resolution No. 1 in the notice convening the Meeting, the waiver (the “**Whitewash Waiver**”) granted or to be granted by the executive director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate thereof to the Subscriber pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on the part of the Subscriber and the parties acting in concert with it to make a general offer for all the issued shares and other securities of the Company not already owned or agreed to be acquired by the Subscriber and the parties acting in concert with it be and is hereby approved and any one director of the Company be and is hereby authorized to do all such things and take all such action as he/she may consider to be necessary or desirable to implement or give effect any of the matters relating to or incidental to the Whitewash Waiver.”

Shareholders and potential investors should be aware of and take note that the Acquisition and the Subscription, which are subject to a number of conditions precedent, may or may not proceed to completion. In particular, the Whitewash Waiver may not be granted by the Executive or approved by the Independent Shareholders. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

For and on behalf of
Artini China Co. Ltd.
Tse Hoi Chau
Chairman

Hong Kong, 11 August 2016

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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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) and Mr. Lin Shao Hua; and the Independent non-executive Directors are Mr. Lau Fai Lawrence, Mr. Lau Yiu Kit and Mr. Zeng Zhaohui.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.