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# ARTINI CHINA CO. LTD. 雅天妮中國有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 789)

## POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 7 SEPTEMBER 2016

The Board is pleased to announce that the ordinary resolutions proposed to approve the Acquisition Agreement and the transactions contemplated thereunder, the Subscription Agreement and the transaction contemplated thereunder, and the Whitewash Wavier were duly passed by the Independent Shareholders by way of poll at the SGM held on 7 September 2016.

Reference are made to the announcement of the Company dated 13 April 2016, 4 May 2016, 25 May 2016, 15 June 2016, 30 June 2016, and the circular of the Company dated 17 August 2016 (the "Circular") in relation to, among other things, (i) the Acquisition Agreement and the transactions contemplated thereunder, (ii) the Subscription Agreement and the transactions contemplated thereunder; and (iii) the Whitewash Wavier. Unless otherwise stated, capitalized terms used herein shall bear the same meanings as defined in the Circular.

### RESULTS OF THE SPECIAL GENERAL MEETINGS HELD ON 7 SEPTEMBER 2016

The SGM was held on 7 September 2016 for the purpose of considering and if thought fit, passing, with or without modification, resolutions approving (i) the Acquisition Agreement, the Subscription Agreement and the transactions contemplated respectively thereunder, and (ii) the Whitewash Wavier.

As at the date of the SGM, there were a total of 2,569,840,644 Shares in issue. Mr. Tse, the Subscriber, their respective associates and parties acting in concert with any of them which together are interested in 1,100,091,988 Shares, representing 42.81% of the entire issued share capital of the Company as at the date of the SGM had, as stated in the Circular, abstained from voting on the resolutions to approve (i) the Acquisition Agreement, the Subscription Agreement and the transactions contemplated respectively thereunder, and (ii) the Whitewash Wavier. Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against the ordinary resolutions proposed at the SGM was 1,469,748,656 Shares, representing approximately 57.19% of the entire issued share capital of the Company. Save as disclosed above, no Shareholder was entitled to attend and vote only against the resolutions at the SGM, nor did any Shareholder state their intention in the Circular to vote against any of the ordinary resolutions or was required under the Listing Rules to abstain from voting on the resolutions proposed at the SGM. Union Registrars Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

The poll results at the SGM are as follows:

ORDINARY RESOLUTION		Number of S	Total number of	
		For	Against	Shares voted
1	To approve the Acquisition Agreement and the Subscription and the transactions contemplated respectively thereunder	46,596,077 65.17%	24,900,000 34.83%	71,496,077
2	To approve the Whitewash Waiver	33,496,077 57.36%	24,900,000 42.64%	58,396,077

*Note:* The full text of the ordinary resolution is set out in the notice of the SGM dated 17 August 2016.

As more than 50% of the votes were cast in favour of each of the resolutions, they were duly passed as ordinary resolutions at the SGM.

### EFFECTS OF THE SUBSCRIPTION

The shareholdings in the Company as at the date of this announcement and immediately after the completion of the Subscription (assuming there are no changes to the issued share capital and shareholding structure of the Company other than the issue of the Subscription Shares since the date of this announcement to the date of completion of the Subscription) are summarized as follows:

			Immediately completion		Immediately after completion of	
			the Subscription (assuming no Outstanding Options are exercised) (Note 4)		the Subscription (assuming all Outstanding Option are exercised) (Note 4)	
	As at the date of this announcement					
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Controlling Shareholder						
The Subscriber (Note 1)	1,085,267,988	42.23	3,525,267,988	70.37	3,525,267,988	65.43
Mr. Tse (Note 2)	14,824,000	0.58	14,824,000	0.29	41,495,400	0.77
Sub-total of the Subscriber and						
persons acting concert with it	1,100,091,988	42.81	3,540,091,988	70.66	3,566,763,388	66.20
Executive Director(s)						
Mr. Lin Shao Hua	-	_	-	-	26,671,400	0.50
Public						
Grantees of Outstanding Options (other than Mr. Tse and						
the Directors) ( <i>Note 3</i> )	_	_	_	_	324,699,800	6.03
Other Public Shareholders	1,469,748,656	57.19	1,469,748,656	29.34	1,469,748,656	27.27
	2,569,840,644	100.0	5,009,840,644	100.0	5,387,883,244	100.0

#### Notes:

- 1. The Subscriber is wholly-owned by Mr. Tse.
- 2. Mr. Tse is the executive Director, chairman and chief executive officer of the Company.
- 3. None of these grantee of the Outstanding Option is a director, chief executive or substantial shareholder of the Company, or any of their respective associates or parties acting in concert with the Subscriber.
- 4. Full exercise of the Outstanding Option would result in a maximum of 378,042,600 new Shares being fallen to be allotted and issued to its holders.

Further announcement(s) will be made by the Company upon the completion of the Acquisition and the Subscription.

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

Hong Kong, 7 September 2016

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 information contained in this announcement and confirm, having made all reasonable inquiries, 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 statement in this announcement misleading.