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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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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**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)**

**RENEWAL OF GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,  
REFRESHMENT OF SCHEME MANDATE LIMIT OF SHARE  
OPTION SCHEME,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Artini China Co. Ltd. to be held at Flat B1, 1st Floor, Kaiser Estate, Phase 1, 41 Man Yue Street, Hunghom, Hong Kong on 15 September 2014 (Monday) at 3:00 p.m. is set out on pages 14 to 18 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, Union Registrars Limited, located at 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, 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.

31 July 2014

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**CONTENTS**

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I — EXPLANATORY STATEMENT</b> .....	9
<b>APPENDIX II — PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION</b> .....	12
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	14

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## DEFINITIONS

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*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 Flat B1, 1st Floor, Kaiser Estate, Phase 1, 41 Man Yue Street, Hunghom, Hong Kong on 15 September 2014 (Monday) at 3:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages 14 to 18 of this circular;
“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 (and as amended from time to time);
“Close Associate”	has the same meaning as defined in the Listing Rules;
“Company”	Artini China Co. Ltd., a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange;
“Core Connected Person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general mandate proposed to be granted to the Directors at the AGM to the effect that the Issue Mandate shall be extended by the addition of the aggregate nominal amount of the shares of the Company repurchased under the Repurchase Mandate;
“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 mandate proposed to be granted at the AGM to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM;
“Last Renewal Resolution”	the ordinary resolution passed at the annual general meeting of the Company held on 28 September 2010 for the renewal of the 10% of the Scheme Mandate Limit;

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## DEFINITIONS

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“Latest Practicable Date”	28 July 2014, being the latest practicable date prior to the despatch 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;
“Option(s)”	right(s) to subscribe for Share(s) pursuant to the Share Option Scheme;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	a general mandate proposed to be granted at the AGM to the Directors to exercise all powers of the Company to repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM;
“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme of the Group and which must not in aggregate exceed 10% of the Shares in issue as at the date of passing of relevant ordinary resolutions;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Share Option Scheme”	the share option scheme of the Company which was adopted by the Company on 23 April 2008;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

**ARTINI**  
**ARTINI CHINA CO. LTD.**

**雅天妮中國有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 789)**

*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. Li Youhuan

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal place of business*

*in Hong Kong:*

Flat B1, 1st Floor

Kaiser Estate, Phase 1

41 Man Yue Street

Hunghom

Hong Kong

31 July 2014

*To the Shareholders*

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,  
REFRESHMENT OF SCHEME MANDATE LIMIT OF SHARE  
OPTION SCHEME,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with details regarding the resolutions to be proposed at the AGM relating to, among others, (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) the Extension Mandate; (iv) the refreshment of Scheme Mandate Limit of the Share Option Scheme and (v) the Directors to be re-elected. The AGM Notice is set out on pages 14 to 18 of this circular.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

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

- (i) to allot, issue and otherwise deal with Shares with an aggregate nominal amount not exceeding 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;
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 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; and
- (iii) to extend the Issue Mandate by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate, provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the issued share capital of the Company at the date of passing of that resolution.

As at the Latest Practicable Date, the Listing Rules provide that, unless the Stock Exchange agrees otherwise, in the event the Issue Mandate is exercised and Shares are placed for cash consideration under the Issue Mandate, the issue price of the Shares may not be at a price which represents a discount of 20% or more to the benchmarked price of the Shares, such benchmarked price being the higher of:

- (i) the closing price of the Shares as quoted on the Stock Exchange on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and
- (ii) the average closing price of the Shares as quoted on the Stock Exchange in the 5 trading days immediately prior to the earlier of:
  - (a) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of Shares under the Issue Mandate;
  - (b) the date of the placing agreement or other agreement involving the proposed issue of Shares under the Issue Mandate; and
  - (c) the date on which the placing or subscription price is fixed.

In terms of price at which Shares may be issued at time of exercise of the Issue Mandate, the Company will comply with the then prevailing requirements under the Listing Rules.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, a total of 1,237,320,323 Shares were in issue. Subject to the passing of ordinary resolution no. 7 and no. 8 as set out in the AGM Notice and on the basis that no further Shares are issued or repurchased prior to the AGM nor outstanding options, if any, granted under the Share Option Scheme being exercised, the Company would be allowed under the Issue Mandate to issue a maximum of 247,464,064 Shares and under the Repurchase Mandate to repurchase up to a maximum of 123,732,032 Shares respectively.

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.

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

### **REFRESHMENT OF THE EXISTING SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME**

The Company adopted the Share Option Scheme. Pursuant to the Share Option Scheme:

- (i) the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not, in the absence of Shareholder's approval, exceed 30% of the total number of Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option scheme(s) of the Company if such grant would result in the above limit being exceeded;
- (ii) no Options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company if it results in the Scheme Mandate Limit being exceeded, unless the approval of Shareholders has been obtained. Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit; and
- (iii) the Scheme Mandate Limit may be refreshed by the Shareholders in general meeting provided that the total number of Shares in respect of which Options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue as at the date of approval of the "refreshed" Scheme Mandate Limit. Options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme(s) of the Company) will not be counted for the purpose of calculating the Scheme Mandate Limit as "refreshed".

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## LETTER FROM THE BOARD

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The Directors recognized that the granting of share options is one of the incentives or rewards, other than the bonus, profit sharing scheme and other allowances for the Participants and therefore the Directors consider that the refreshment of the Scheme Mandate Limit offers flexibility to provide incentives or rewards to Participants for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. The Directors consider that the refreshment of the Scheme Mandate Limit will be for the benefit of the Company and the Shareholders as a whole.

The existing 10% Scheme Mandate Limit is 126,437,232 Shares, being 10% of the Shares in issue as at the date of passing of the Last Renewal Resolution. As at the Latest Practicable Date, Options entitling the holders thereof to subscribe for an aggregate of 120,000,000 Shares had been granted pursuant to the authority granted under the Last Renewal Resolution and in accordance with the terms of the Share Option Scheme.

As at the Latest Practicable Date, since the adoption of the Share Option Scheme, the total number of outstanding Options was 108,000,000 under the Share Option Scheme, representing 8.73% of the total issued share capital of the Company, 12,000,000 Options had lapsed, while none of such Options had been exercised nor cancelled up to the Latest Practicable Date, and there were 1,237,320,323 Shares in issue and assuming no further issue or repurchase of Shares at any time prior to the AGM, 123,732,032 Options may be granted by the Company should the resolution for the refreshment of the Scheme Mandate Limit under the Share Option Scheme be passed by the Shareholders at the AGM.

The proposed refreshment of Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM to approve the refreshment of the Scheme Mandate Limit; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permissions to deal in, the Shares to be issued pursuant to the exercise of Options to be granted under the refreshed Scheme Mandate Limit of the Share Option Scheme.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Shares to be issued pursuant to the exercise of any Options granted under the refreshed limit of the Share Option Scheme.

### **RE-ELECTION OF DIRECTORS**

Mr. Li Youhuan was appointed as independent non-executive Directors on 10 October 2013. Pursuant to Bye-law 86(2), Mr. Li Youhuan shall hold office only until the next following annual general meeting of the Company 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, Mr. Lau Fai Lawrence and Mr. Lau Yiu Kit will retire from office by rotation.

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## LETTER FROM THE BOARD

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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 under the Listing Rules are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 14 to 18 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find an enclosed 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, Union Registrars Limited, located at 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, 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 should you so wish.

### VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### GENERAL INFORMATION

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the resolutions set out in the AGM Notice including the granting of the Issue Mandate and the Repurchase Mandate, the extension of Issue Mandate to issue Shares, the refreshment of Scheme Mandate Limit of the Share Option Scheme and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. 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 Hoi Chau**  
*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. LISTING RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies 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 applicable laws of Bermuda.

As compared with the financial position of the Company as at 31 March 2014 (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 1,237,320,323 Shares.

Subject to the passing of the relevant ordinary resolution to approve the general mandate to 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 Mandate to repurchase a maximum of 123,732,032 Shares, representing 10% of the aggregate nominal value of Shares 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.

### **4. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole 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 as a whole.

## **5. UNDERTAKING OF THE DIRECTORS**

The Directors, for so long as they are directors of the Company, 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 of the Company and the Bye-laws.

## **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 of voting rights 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, Mr. Tse Hoi Chau, the chairman of the Company and an executive Director, was beneficially interested in 7,412,000 Shares, representing approximately 0.59% of the issued share capital of the Company, and Walifax Investments Limited, a company wholly-owned by Mr. Tse Hoi Chau, was interested in 542,633,994 Shares, representing approximately 43.86% of the issued share capital of the Company. Mr. Tse Hoi Chau was therefore interested in a total of approximately 44.45% of the issued share capital of the Company.

In the event the Directors exercise the power in full 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 interests of Mr. Tse Hoi Chau (held personally and through Walifax Investments Limited) would be increased to approximately 49.39%. Such increase would give rise to mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase which may be made under the Repurchase Mandate. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers 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% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors will not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

## 7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE 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 Close 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 Core Connected Person of the Company has notified the Company that he/she/it has any 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 when the Repurchase Mandate is approved and exercised.

## 8. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

## 9. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the past twelve months and up to the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2013</b>		
July	0.240	0.200
August	0.250	0.207
September	0.295	0.208
October	0.335	0.205
November	0.260	0.220
December	0.265	0.210
<b>2014</b>		
January	0.230	0.200
February	0.290	0.200
March	0.335	0.230
April	0.300	0.228
May	0.250	0.220
June	0.234	0.205
July (up to the Latest Practicable Date)	0.250	0.206

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

**Mr. Lau Fai Lawrence** — *independent non-executive Director*

Mr. Lau Fai Lawrence, aged 42, was appointed as independent non-executive Director on 23 April 2008. He is also the chairman of the audit committee and the nomination committee of the Company and a member of the remuneration committee of the Company. Mr. Lau has extensive experience in accounting, corporate finance and auditing. He is a practising certified public accountant in Hong Kong and is currently the Company Secretary of BBMG Corporation which is listed on the main board of the Stock Exchange. Before joining BBMG Corporation, he was the Group Financial Controller of Founder Holdings Limited and EC-Founder (Holdings) Company Limited, both of which are listed on the main board of The Stock Exchange of Hong Kong Limited (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 Institute of Certified Public Accountants, a member of the Institute of Chartered Accountant in England and Wales 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 bachelor’s degree in Business Administration and obtained a Master of Corporate Finance degree from The Hong Kong Polytechnic University. Mr. Lau has also been an executive director of China Packaging Group Company Limited (Stock code: 572) since January 2014 and an independent non-executive director of Titan Petrochemicals Group Limited (Stock code: 1192) since March 2014, both of which are listed on the Stock Exchange.

Mr. Lau has entered into a letter of appointment with the Company for a term of 1 year commencing on 29 June 2012 and can be terminated by either party by giving at least 3 months’ notice in writing or such shorter period as both parties may agree. Mr. Lau is entitled to a fee of HK\$270,000 per annum which is determined on the basis of his previous experience, professional qualifications as well as the current financial position of the Company and the prevailing market conditions.

Save as disclosed above, (i) Mr. Lawrence Lau has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) he has not held any other positions in the Company and its subsidiaries; (iii) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iv) he does not have any other interests in the shares or underlying shares within the meaning of Part XV of the SFO.

**Mr. Lau Yiu Kit** — *independent non-executive Director*

Mr. Lau Yiu Kit, aged 54, was appointed as independent non-executive Director on 1 December 2010. He is also a member of the audit committee, the remuneration and the nomination committee of the Company. Mr. Lau is the sole proprietor and founder of Albert Y.K. Lau & Co., Certified Public Accountants. He is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Institute of Chartered Accountants in England and Wales and the Taxation Institute of Hong Kong.

Mr. Lau has entered into a letter of appointment with the Company for a term of 1 year commencing on 29 June 2012 and can be terminated by either party by giving at least 3 months' notice in writing. Mr. Lau is entitled to a fee of HK\$270,000 per annum which is determined on the basis of his duties and responsibilities with the Company and prevailing market conditions.

Save as disclosed above, (i) Mr. Lau has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) he has not held any other positions in the Company and its subsidiaries; (iii) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iv) he does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

**Mr. Li Youhuan** — *independent non-executive Director*

Mr. Li Youhuan, aged 43, was appointed as independent non-executive Director on 1 October 2013. He is also the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Company. He graduated from Guangdong University Of Business Studies, Guangdong Academy of Social Sciences and Northwest University respectively. He majored in World Economics at Northwest University and obtained a doctoral degree in Economics. He was a senior visiting scholar of The University of Nottingham, England, in 2004–2005, and engaged in post-doctoral research at the post-doctoral mobile station of applied economics of Beijing Jiaotong University in 2008–2011. He is currently a director of The Development & Research Center of Guangdong Social Sciences, a director and researcher of Social Responsibility Assessment and Research Center of Guangdong Academy of Social Sciences, and a professor and doctoral tutor of the School of Economics and Management of Beijing Jiaotong University. His major research directions are world economics, corporate social responsibility, international trade and international finance.

Mr. Li has entered into a letter of appointment with the Company for a term of 1.75 years commencing on 1 October 2013 and can be terminated by either party by giving at least 3 months' notice in writing. Mr. Li is entitled to a fee of HK\$270,000 per annum which is determined on the basis of his duties and responsibilities with the Company and prevailing market conditions.

Save as disclosed above, (i) Mr. Li has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) he has not held any other positions in the Company and its subsidiaries; (iii) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iv) he does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information that is required to be disclosed regarding the Directors subject to re-election pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of the Directors subject to re-election.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Artini China Co. Ltd. (the “Company”) will be held at Flat B1, 1st Floor, Kaiser Estate, Phase 1, 41 Man Yue Street, Hunghom, Hong Kong on 15 September 2014 (Monday) at 3:00 p.m. for the proposing and, if thought fit, passing, with or without amendments, the following ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2014 and the reports of the directors and auditors of the Company.
2. To re-elect Mr. Lau Fai Lawrence as a director of the Company.
3. To re-elect Mr. Lau Yiu Kit as a director of the Company.
4. To re-elect Mr. Li Youhuan as a director of the Company.
5. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 March 2015.
6. To re-appoint Zhonglei (HK) CPA Limited as auditor of the Company 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**

7. **“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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;
- (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 of association 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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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8. “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 authorization 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
- (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 of association 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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9. “**THAT** conditional upon the passing of ordinary resolutions nos. 7 and 8 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. 8 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. 7.”
10. “**THAT** conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the shares of the Company (“Shares”) which may fall to be issued upon exercise of the options under the share option scheme adopted by the Company on 23 April 2008 (the “Share Option Scheme”), the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares of the Company in issue as at the date of passing this resolution (the “Refreshed Limit”) and that the directors of the Company be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with Shares of the Company pursuant to the exercise of such options.”

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

Hong Kong, 31 July 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. Li Youhuan

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## NOTICE OF ANNUAL GENERAL MEETING

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*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.