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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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ARTINI
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
RE-ELECTION OF DIRECTORS
RETIREMENT AND APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 28 September 2010 (Tuesday) at 4:00 p.m. is set out on pages 15 to 19 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.

27 August 2010

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DEFINITIONS

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 28 September 2010 (Tuesday) at 4:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 of this circular;
“Associate”	has the same meaning as defined in the Listing Rules;
“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);
“Company”	Artini China Co. Ltd., a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange;
“Connected Person”	has the same meaning as defined in the Listing Rules;
“Directors”	the directors of the Company;
“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 and unconditional 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;
“KPMG”	KPMG, Certified Public Accountants, the current auditors of the Company;
“Last Renewal Resolution”	the ordinary resolution passed at the annual general meeting of the Company held on 21 September 2009 for the renewal of the 10% of the Scheme Mandate Limit;
“Latest Practicable Date”	25 August 2010, being the latest practicable date prior to the despatch of this circular for ascertaining certain information for inclusion in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Participants”	Directors (including executive Directors, non-executive Directors and independent non-executive Directors) and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters or service providers of any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group;
“PRC”	the People’s Republic of China;
“Pre-IPO Share Option Scheme”	the pre-listing share option scheme of the Company which was adopted by the Company on 23 April 2008;
“Repurchase Mandate”	a general and unconditional 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 Hong Kong Codes on Takeovers and Mergers and Share Repurchases; 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 Chiu Kwan (*Chairman*)
Mr. Lin Shao Hua
Mr. Lau Yau Chuen, Louis

Non-executive Director

Ms. Yip Ying Kam (*Vice Chairman*)

Independent Non-executive Directors

Ms. Chan Man Tuen, Irene
Mr. Lau Fai Lawrence
Mr. Fan William Chung Yue

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
Hung Hom
Hong Kong

27 August 2010

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
RE-ELECTION OF DIRECTORS
RETIREMENT AND APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and of the extension of Issue Mandate to issue Shares; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you with details of refreshment of Scheme Mandate Limit; (iv) provide you with details of re-election of Directors; (v) provide you with details of retirement and appointment of auditors; and (vi) give you the AGM Notice.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE 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 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; and
- (ii) to repurchase Shares 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.

In addition, a separate ordinary resolution will also be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM) during the period from the date of the AGM up to the next following annual general meeting of the Company.

As at the Latest Practicable Date, a total of 1,264,372,323 Shares were in issue. Subject to the passing of Ordinary Resolution No. 7 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 Pre-IPO Share Option Scheme and the Share Option Scheme being exercised, the Company would be allowed under the Issue Mandate to issue a maximum of 252,874,464 Shares.

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, which is expected to be convened on or before 30 September 2011.

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

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal amount 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 mandates of an amount representing the aggregate nominal amount 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 amount of the issued share capital of the Company in issue on the date of passing the resolution for approving the Issue Mandate.

LETTER FROM THE BOARD

REFRESHMENT OF SCHEME MANDATE LIMIT

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".

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 99,733,800 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 99,600,000 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.

LETTER FROM THE BOARD

As at the Latest Practicable Date, a total of 10,000,000 share options have been granted under the Pre-IPO Share Option Scheme, in which a total of 7,180,000 and 2,820,000 share options had lapsed and were outstanding respectively. Under the Share Option Scheme, a total of 190,600,000 share options have been granted, in which a total of 99,150,000, 13,700,000 and 77,750,000 share options were exercised, had lapsed and were outstanding respectively as at the Latest Practicable Date.

As at the Latest Practicable Date, the total number of outstanding options was 80,570,000 under the Share Option Scheme and the Pre-IPO Share Option Scheme, representing 6.37% of the total issued share capital of the Company, and there were 1,264,372,323 Shares in issue and assuming no further issue or repurchase of Shares at any time prior to the AGM, 126,437,232 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, DETAILS OF APPOINTMENT LETTERS RELATING TO DIRECTORS AND END OF APPOINTMENT OF DIRECTOR

Mr. Lau Yau Chuen, Louis was appointed as an executive Director on 26 May 2010. Pursuant to Bye-law 86(2) of the Bye-laws, Mr. Lau Yau Chuen, Louis shall hold office only until the AGM and shall then be eligible for re-election at that meeting. Pursuant to Bye-law 87(1) of the Bye-laws, 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. Fan William Chung Yue will retire from office by rotation.

All of the retiring Directors, being eligible, will offer themselves for re-election at the AGM. The particulars of these Directors including the details of the appointment letters of Mr. Lau Fai Lawrence and Mr. Fan William Chung Yue which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

In respect of Ms. Chan Man Tuen, Irene, her term of appointment as an independent non-executive Director ends on 31 August 2010 as announced in the Company's announcement dated 24 August 2010. As such, she will not be offering herself for re-election and the Company is in the process of identifying and formalising the appointment of a replacement. Further details will be announced as and when appropriate.

RETIREMENT AND APPOINTMENT OF AUDITORS

On 24 August 2010, the Board announced that KPMG had declined to stand for re-appointment as the auditors of the Company at the AGM as set out in a letter to the Board and the audit committee of the Company dated 17 August 2010.

The circumstances leading to the cessation of KPMG to act as the Company's auditors are detailed in the auditor's report dated 29 July 2010 in respect of the Group's financial statements for the year ended 31 March 2010. KPMG issued a qualified opinion since there was a limitation in the scope of KPMG's work and KPMG were therefore unable to obtain sufficient appropriate audit evidence in respect of certain matters as described under the heading of "Basis for qualified opinion" in the auditor's report. The auditor's report with the qualified opinion has been extracted and disclosed in the Company's results announcement for the year ended 31 March 2010 dated 29 July 2010 and is also set out on pages 51 to 52 of the annual report of the Company for the year ended 31 March 2010.

KPMG have confirmed in their letter dated 17 August 2010 that, other than the foregoing, there are no matters in connection with their cessation to act as the Company's auditors that they consider need to be brought to the attention of the Shareholders or creditors of the Company.

In view of KPMG's retirement, new auditors will be appointed at the AGM. The ordinary resolution proposed to be considered by the Shareholders at the AGM to approve the appointment of the new auditors of the Company is set out in the AGM Notice. Details of the new auditors will be announced as soon as practicable.

Saved as disclosed herein, the Board confirms that there are no circumstances in respect of the proposed change of auditors of the Company which it considers should be brought to the attention of the Shareholders and the Stock Exchange.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Flat B1, 1st Floor, Kaiser Estate, Phase 1, 41 Man Yue Street, Hunghom, Hong Kong on 28 September 2010 (Tuesday) at 4:00 p.m. is set out on pages 15 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a 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

LETTER FROM THE BOARD

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.

LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. 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.

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.

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, the re-election of Directors and retirement and appointment of auditors are in the interests of the Company and the Shareholders. 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 Chiu Kwan
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 2010 (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 1,264,372,323 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and 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 proposal to repurchase a maximum of 126,437,232 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, which is expected to be convened on or before 30 September 2011.

4. REASONS FOR REPURCHASES

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

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 and Bye-laws of the Company.

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, Fully Gain Company Ltd., a company wholly-owned by Mr. Tse Chiu Kwan who is the Chairman of the Company and an executive Director, was interested in 648,088,000 Shares, representing approximately 51.26% of the issued share capital of the Company, and Excellent Gain International Holdings Limited, a company wholly-owned by Ms. Yip Ying Kam who is the Vice Chairman of the Company and a non-executive Director, was interested in 72,000,000 Shares, representing approximately 5.69% of the issued share capital of the Company.

In the event the Directors exercise in full the power 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 interest of Fully Gain Company Ltd. and Excellent Gain International Holdings Limited would be increased to approximately 56.95% and 6.33% respectively. In the opinion of the Directors, such increase will not give rise to mandatory offer in accordance with Rule 26 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 do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

7. DIRECTORS, THEIR ASSOCIATES AND 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 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 Connected Person of the Company has notified the Company that he/she/it has a 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.

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 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2009		
August	0.870	0.630
September	0.940	0.610
October	0.770	0.580
November	1.260	0.640
December	1.070	0.850
2010		
January	1.390	1.030
February	1.080	0.910
March	1.010	0.890
April	1.140	0.900
May	0.970	0.680
June	0.830	0.610
July	0.800	0.580
August (up to the Latest Practicable Date)	0.630	0.495

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 Yau Chuen, Louis — *executive Director*

Mr. Lau Yau Chuen, Louis, aged 33, was appointed as the executive Director, an authorised representative and a member of the investment committee of the Company with effect from 26 May 2010. He joined the Company in April 2008 and he is also the financial controller of the Company. Mr. Lau graduated from City University of Hong Kong majoring in Accountancy. Mr. Lau has 10 years audit and compliance experiences gained from international audit firms and a Singapore listed company. He is the member of Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants.

Mr. Lau has entered into a service contract with the Company. He is not appointed for a specific term but may be terminated in accordance with the provisions of the service contract or by either party giving to the other not less than 3 months' prior notice in writing. He will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Bye-laws. Mr. Lau is entitled to a monthly salary of HK\$90,000 (on a 13-month basis which equals to HK\$1,170,000 in aggregate per year) and a monthly housing allowance of HK\$10,000, which was determined with reference to his duties and responsibilities with the Company. He is also entitled to a discretionary bonus for each financial year to be determined by the Board.

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

Mr. Lau Fai Lawrence, aged 38, 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 Joint 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. 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 was interested in 200,000 Shares, which are the share options granted to him by the Company under the Share Option Scheme on 27 July 2009, within the meaning of Part XV of the SFO. Save as disclosed, Mr. Lau does not have any other interests in the shares or underlying shares within the meaning of Part XV of the SFO.

Mr. Lau has entered into a letter of appointment with the Company for a term of 1 year commencing on 1 September 2009 (which has been renewed for a further term of 1 year commencing on 1 September 2010) 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\$222,000 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. 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; and (iii) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Fan William Chung Yue — *independent non-executive Director*

Mr. Fan William Chung Yue, aged 69, was appointed as an independent non-executive Director on 23 April 2008. He is also the chairman of the remuneration committee of the Company and a member of the audit committee and the nomination committee of the Company. Mr. Fan has been a practising solicitor of the High Court of Hong Kong since 1974. He is currently a consultant of Fan & Fan, Solicitors. Mr. Fan is also a director of Chinney Investments, Limited and a non-executive director of Alltronics Holdings Limited ("Alltronics") since 1987 and 2005 respectively. Both of these companies are listed on the main board of the Stock Exchange. Mr. Fan graduated from Northwestern University in 1964 with a Degree of Bachelor of Arts and from the University of Edinburgh in 1967 with a Bachelor degree in Laws.

Mr. Fan was interested in 200,000 Shares, which are the share options granted to him by the Company under the Share Option Scheme on 27 July 2009, within the meaning of Part XV of the SFO. Save as disclosed, Mr. Fan does not have any other interests in the shares or underlying shares within the meaning of Part XV of the SFO.

Mr. Fan has entered into a letter of appointment with the Company for a term of 1 year commencing on 1 September 2009 (which has been renewed for a further term of 1 year commencing on 1 September 2010) 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. Fan is entitled to a fee of HK\$180,000 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. Fan 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; and (iii) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

On 15 April 2010, the Stock Exchange issued a public criticism against certain individuals including Mr. Fan who is a non-executive director of Alltronics since 2005, for breaches of Directors' Undertakings in failing to use his best endeavour to procure the compliance of Alltronics with Rule 13.09 of the Listing Rules.

Save as disclosed above, there is no information that is required to be disclosed regarding the retiring Directors 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.

Ratification of appointment letters of Directors

It is proposed that the appointment letters of Mr. Lau Fai Lawrence and Mr. Fan William Chung Yue entered into with the Company on 29 July 2010 be approved, confirmed and ratified by the Shareholders at the AGM.

Details of the appointment letters of Mr. Lau Fai Lawrence and Mr. Fan William Chung Yue are set out in their respective biographies above. The Company and each of the Directors above consider their respective terms of appointment reasonable.

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 28 September 2010 (Tuesday) at 4:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 March 2010 and the reports of the Directors and auditor of the Company.
2. To re-elect Mr. Lau Yau Chuen, Louis as an executive director of the Company.
3. To re-elect Mr. Lau Fai Lawrence as an independent non-executive director of the Company and approve, confirm and ratify the terms of his appointment with the Company.
4. To re-elect Mr. Fan William Chung Yue as an independent non-executive director of the Company and approve, confirm and ratify the terms of his appointment with 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 2011 in accordance with their service contracts or letters of appointment.
6. To appoint new auditors of the Company following the cessation of KPMG to act as the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration. Such appointment to be effective upon passing of this resolution and to hold office until the conclusion of the next annual general meeting of the Company.

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

NOTICE OF ANNUAL GENERAL MEETING

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;

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

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.”
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

NOTICE OF ANNUAL GENERAL MEETING

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 Chiu Kwan
Chairman

Hong Kong, 27 August 2010

Executive Directors

Mr. Tse Chiu Kwan (*Chairman*)

Mr. Lin Shao Hua

Mr. Lau Yau Chuen, Louis

Non-executive Director

Ms. Yip Ying Kam (*Vice Chairman*)

Independent non-executive Directors

Ms. Chan Man Tuen, Irene

Mr. Lau Fai Lawrence

Mr. Fan William Chung Yue

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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 proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies 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 or they represent 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 or adjourned 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 were 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.