

---

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

---

**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**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  
REFRESHMENT OF SCHEME MANDATE LIMIT  
RE-ELECTION OF DIRECTORS  
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 21 September 2009 (Monday) at 4:00 p.m. is set out on pages 14 to 17 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 Rooms 1901-02, 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.

---

21 August 2009

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I – EXPLANATORY STATEMENT</b> .....	7
<b>APPENDIX II – PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION AND DIRECTOR’S SERVICE CONTRACT</b> .....	10
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	14

---

## 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 21 September 2009 (Monday) at 4:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages 14 to 17 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;
“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 Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM;
“Latest Practicable Date”	18 August 2009, being the latest practicable date prior to the printing 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;

---

## DEFINITIONS

---

“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. Xie Hai Hui (*Chief Operation Officer*)  
Ms. Ho Pui Yin, Jenny  
Mr. Lin Shao Hua

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Director*

Ms. Yip Ying Kam (*Vice Chairman*)

*Principal place of business*

*in Hong Kong:*

Flat B1, 1st Floor  
Kaiser Estate, Phase 1  
41 Man Yue Street  
Hungghom, Kowloon  
Hong Kong

*Independent Non-executive Directors*

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

21 August 2009

*To the Shareholders*

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES  
REFRESHMENT OF SCHEME MANDATE LIMIT  
RE-ELECTION OF DIRECTORS  
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; (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; and (v) give you the AGM Notice.

**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 a maximum of 199,467,600 new Shares, representing 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

---

## LETTER FROM THE BOARD

---

- (ii) to repurchase a maximum of 99,733,800 Shares, representing 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).

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 2010.

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

### **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 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

---

## LETTER FROM THE BOARD

---

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.

Based on 1,000,000,000 Shares in issue as at the date of adoption of the Share Option Scheme, the total number of Shares which may be issued upon exercise of all options to be granted under the Pre-IPO Share Option Scheme and the Share Option Scheme and any other share schemes of the Company must not, in aggregate, exceed 100,000,000 Shares, representing 10% of the issued share capital of the Company upon listing on 16 May 2008.

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 4,155,000 and 5,845,000 share options had lapsed and were outstanding respectively. Under the Share Option Scheme, a total of 91,200,000 share options have been granted, in which a total of 5,100,000, 300,000 and 85,800,000 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 91,645,000 under the Share Option Scheme and the Pre-IPO Share Option Scheme, representing 9.19% of the total issued share capital of the Company, and there were 997,338,000 Shares in issue and assuming no further issue or repurchase of Shares at any time prior to the AGM, 99,733,800 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. Lin Shao Hua was appointed as an executive Director on 17 July 2009. Pursuant to Bye-law 86(2) of the Bye-laws, Mr. Lin Shao Hua 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. Tse Chiu Kwan, Ms. Yip Ying Kam and Ms. Ho Pui Yin, Jenny will retire from office by rotation.

---

## LETTER FROM THE BOARD

---

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 service contract of Ms. Yip Ying Kam, 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 to be held at Flat B1, 1st Floor, Kaiser Estate, Phase 1, 41 Man Yue Street, Hunghom, Hong Kong on 21 September 2009 (Monday) at 4:00 p.m. is set out on pages 14 to 17 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 Rooms 1901-02, 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, or any adjournment thereof, 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 includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein 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 refreshment of Scheme Mandate Limit and the re-election of Directors 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 2009 (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 997,338,000 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 99,733,800 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 2010.

### **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 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 Worldwide Limited, 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 64.98% 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 7.22% 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 Worldwide Limited and Excellent Gain International Holdings Limited would be increased to approximately 72.20% and 8.02% 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 <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2008</b>		
August	1.670	0.970
September	1.150	0.730
October	0.930	0.300
November	0.440	0.161
December	0.640	0.250
<b>2009</b>		
January	0.660	0.430
February	0.540	0.400
March	0.450	0.350
April	0.470	0.360
May	1.000	0.390
June	1.620	0.830
July	1.130	0.650
August (up to the Latest Practicable Date)	0.870	0.630

---

## APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION AND DIRECTOR'S SERVICE CONTRACT

---

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. TSE Chiu Kwan**—*executive Director*

Mr. TSE Chiu Kwan, aged 45, is one of the co-founders of the Group, and was appointed as Chairman of the Board and an executive Director on 14 June 2007. He is also the Chairman of the investment committee of the Company, a member of the remuneration committee and nomination committee of the Company and the authorized representative of the Company. He is a director of a number of subsidiaries of the Company. Mr. Tse, co-founded the Group in June 1992, is primarily responsible for the Group's overall management, strategic planning and business development. He has more than 19 years of experience in the fashion jewelry industry. Mr. Tse is currently the honorary president of the Hong Kong Pearl Association and the Hong Kong Gold & Silver Ornaments Workers & Merchants General Union and the honorary president of the Hong Kong Gemstone Manufacturers' Association. Mr. Tse has also been awarded as a “中國國際愛國愛港傑出人士” (China International Outstanding Person who Loves the Motherland and Hong Kong) jointly by the Investment Committee of Outstanding Chinese People for the Celebration of the 10th Anniversary of the Return of Sovereignty of Hong Kong, the China Straits Triplace Experts Enterpriser Associations, The Hong Kong Small and Medium Enterprises Association and Shenzhen City Southern Privately Run Science and Technology Institute, and a “China Enterprise Award for Creative Businessmen” jointly by China Marketing Association and the China Enterprise News Agency and an honorary citizen of Shanwei City. Mr. Tse is also a member of the 5th term of the Guangdong Shanwei Committee of the Chinese People's Political Consultative Conference. Mr. Tse is the spouse of Ms. Yip Ying Kam, the brother of Mr. Xie Hai Hui and the brother-in-law of Mr. Lin Shao Hua.

Mr. Tse is a substantial Shareholder of the Company. As at the Latest Practicable Date, Mr. Tse was interested in 654,023,000 Shares, of which 648,088,000 Shares are held through Fully Gain Worldwide Limited, a company wholly-owned by Mr. Tse, 3,535,000 Shares are share options granted to him by the Company under the Pre-IPO Share Option Scheme, and 2,400,000 Shares are share options granted to him by the Company on 27 July 2009 under the Share Option Scheme, within the meaning of Part XV of the SFO.

Mr. Tse entered into a service contract with the Company for an initial term of 3 years commencing on 16 May 2008 which may be terminated after the first two years of appointment by either party giving to the other not less than three months' prior notice in writing. As at Latest Practicable Date, Mr. Tse was entitled to a monthly salary of approximately HK\$666,666.67 (on a 13-month basis which equals to approximately HK\$8,666,666.67 in aggregate per year) which was determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company's affairs. He was granted a monthly housing allowance of not exceeding HK\$130,000 per month commencing from April 2009. As an executive Director, he is also entitled to a discretionary bonus for each financial year to be determined by the Board.

Save as disclosed above, (i) Mr. Tse has not held any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three 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.

---

## APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION AND DIRECTOR'S SERVICE CONTRACT

---

Save as disclosed above, there is no information that is required to be disclosed 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.

### **Ms. HO Pui Yin, Jenny**—*executive Director*

Ms. HO Pui Yin, Jenny, aged 40, was appointed as executive Director on 23 April 2008. She is also a member of the investment committee of the Company and the authorized representative of the Company. Ms. Ho has joined the Group since December 1993 after she completed her academic studies and has more than 15 years of experience in the fashion accessories industry. Ms. Ho is the general manager of the Group and is primarily responsible for the management and development of the Group's CDM business. Prior to her appointment as executive Director, Ms. Ho had been the general manager of the Group since 26 February 2002. Ms. Ho graduated from the University of Central Lancashire with a Degree of Bachelor of Arts (Honours) in Business and Finance.

As at the Latest Practicable Date, Ms. Ho was interested in 9,950,000 Shares, representing approximately 1.00% of the issued share capital of the Company, of which 350,000 Shares are share options granted to her under the Pre-IPO Share Option Scheme and 9,600,000 Shares are share options granted to her by the Company on 27 July 2009 under the Share Option Scheme, within the meaning of Part XV of the SFO.

Ms. Ho entered into a service contract with the Company for an initial term of 3 years commencing on 16 May 2008 which may be terminated after the first two years of appointment by either party giving to the other not less than three months' prior notice in writing. As at the Latest Practicable Date, Ms. Ho was entitled to a monthly salary of approximately HK\$166,666.67 (on a 13-month basis which equals to approximately HK\$2,166,666.67 in aggregate per year), which was determined by reference to the prevailing market rate and her time, effort and expertise devoted to the Company's affairs. She is also entitled to a monthly housing allowance of HK\$12,000. As an executive Director, she is also entitled to a discretionary bonus for each financial year to be determined by the Board .

Save as disclosed above, (i) Ms. Ho has not held any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) she has not held any other positions in the Company and its subsidiaries; and (iii) she does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no information that is required to be disclosed 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.

### **Mr. LIN Shao Hua**—*executive Director*

Mr. LIN Shao Hua, aged 49, was appointed as an executive Director on 17 July 2009. He is also a member of the investment committee of the Company. Mr. Lin has 18 years of experience in factory management and product development. He has worked at Artist Empire (Hai Feng) Jewellery Mfy. Limited, a wholly-owned subsidiary of the Company, as the general manager since

---

## APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION AND DIRECTOR'S SERVICE CONTRACT

---

1991, responsible for the overall management and business development of Artist Empire (HaiFeng) Jewellery Mfy. Limited. He is currently a member of the Hai Feng County Committee of the Chinese People's Political Consultative Conference (海豐縣政協委員). Mr. Lin is the brother-in-law of Mr. Tse Chiu Kwan (who is the spouse of Ms. Yip Ying Kam) and Mr. Xie Hai Hui.

As at the Latest Practicable Date, Mr. Lin was interested in 9,600,000 Shares, representing approximately 0.96% of the issued share capital of the Company. These Shares are share options granted to Mr. Lin by the Company under the Share Option Scheme on 27 July 2009, within the meaning of Part XV of the SFO.

According to the terms of the service contract entered into between the Company and Mr. Lin, Mr. Lin has been appointed for an initial term of three years which may be terminated in accordance with the provisions of the service contract or after the first two years of appointment by either party giving to the other not less than three months' prior notice in writing. Mr. Lin is entitled to a monthly salary of HK\$100,000 (on a 13-month basis which equals to HK\$1,300,000 in aggregate per year) 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.

Saved as disclosed above, (i) Mr. Lin had not held any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) he had not held any other positions with any member of the Group; and (iii) he has no other relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information that is required to be disclosed pursuant to Rules 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.

### **Ms. YIP Ying Kam**—*non-executive Director*

Ms. Yip Ying Kam, aged 45, is one of the co-founders of the Group. She was appointed as Vice Chairman of the Board and an executive Director on 14 June 2007 and was re-designated as a non-executive Director on 17 July 2009. She is a director of a number of subsidiaries of the Company. Ms. Yip, co-founded the Group in June 1992 with Mr. Tse Chiu Kwan, is primarily responsible for overseeing the corporate development, investment divisions, administration, human resources and information technology of the Group. Following her academic studies, she joined Mr. Tse in managing the Group's business. Ms. Yip has over 19 years of experience in the fashion jewelry industry. Ms. Yip has obtained an Honours Diploma in history from the Hong Kong Baptist College (now known as the Hong Kong Baptist University). Ms. Yip is the spouse of Mr. Tse Chiu Kwan (who is the brother-in-law of Mr. Lin Shao Hua) and the sister-in-law of Mr. Xie Hai Hui.

---

## APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION AND DIRECTOR'S SERVICE CONTRACT

---

As at the Latest Practicable Date, Ms. Yip was interested in 81,950,000 Shares, representing approximately 8.22% of the issued share capital of the Company, of which 72,000,000 Shares are held through Excellent Gain International Holdings Limited, a company wholly-owned by Ms. Yip, 1,050,000 are share options granted to her by the Company under the Pre-IPO Share Option Scheme and 8,900,000 Shares are share options granted to her by the Company on 27 July 2009 under the Share Option Scheme, within the meaning of Part XV of the SFO.

In connection with the redesignation from an executive Director to a non-executive Director, Ms. Yip entered into a service contract with the Company for an initial term of 3 years commencing on 17 July 2009 which may be terminated after the first two years of appointment by either party giving to the other not less than three months' prior notice in writing. Ms. Yip is entitled to a monthly salary of HK\$150,000 (on a 13-month basis which equals to HK\$1,950,000 in aggregate per year) which was determined by reference to the prevailing market rate and her experience and contribution to the Company. She is also entitled to a discretionary bonus for each financial year to be determined by the Board.

Save as disclosed above, (i) Ms. Yip has not held any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) she has not held any other positions in the Company and its subsidiaries; and (iii) she does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no information that is required to be disclosed 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.

---

NOTICE OF ANNUAL GENERAL MEETING

---

**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 21 September 2009 (Monday) 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 2009 and the reports of the directors and auditors of the Company.
2. To:–
  - (a) re-elect each of Mr. Tse Chiu Kwan, Ms. Ho Pui Yin, Jenny, Mr. Lin Shao Hua and Ms. Yip Ying Kam as directors of the Company, and
  - (b) authorize the board of directors of the Company to fix their remuneration and to approve, confirm and ratify the terms of appointment for Ms. Yip Ying Kam.
3. To re-appoint auditors and to authorize 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**

4. **“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;
  - (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;



---

## NOTICE OF ANNUAL GENERAL MEETING

---

(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)”.

5. **“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;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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”.

- 6. “**THAT** conditional upon the passing of ordinary resolutions nos. 4 and 5 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. 5 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. 4”.
- 7. “**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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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, 21 August 2009

*Executive Directors*

Mr. Tse Chiu Kwan (*Chairman*)  
Mr. Xie Hai Hui (*Chief Operation Officer*)  
Ms. Ho Pui Yin, Jenny  
Mr. Lin Shao Hua

*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

*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 Rooms 1901-02, 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.