



**TC CAPITAL**  
**天財資本**

**Private and Confidential**

11 August 2016

The Directors  
**Artini China Co. Ltd.**  
Suite No. 10, 8/F.  
Tower 3, China Hong Kong City  
China Ferry Terminal  
33 Canton Road, Kowloon  
Hong Kong

**(1) MAJOR TRANSACTION RELATING TO THE  
ACQUISITION OF ENTIRE INTEREST IN THE TARGET COMPANY;**  
**(2) CONNECTED TRANSACTION RELATING TO  
THE SUBSCRIPTION FOR NEW SHARES  
BY A CONTROLLING SHAREHOLDER;**  
**AND**  
**(3) APPLICATION FOR WHITEWASH WAIVER**

Dear Sirs,

We refer to the circular (“**Circular**”) of Artini China Co. Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) to its shareholders dated 11 August 2016 in respect of the captioned matters. Capitalized terms used in this letter have the same meaning as those set out in the Circular.

We have been appointed as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the captioned transactions as described in the Circular. We hereby confirm that, as at the Latest Practicable Date, we were not legally or beneficially interested in the shareholding, direct or indirect, in any member of the Enlarged Group and did not have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Enlarged Group, nor did we have any direct or indirect interest in any assets which had been, since 31 March 2016, being the date to which the latest published audited accounts of the Company were made up, acquired or disposed of by or leased to any member of the Enlarged Group, or were proposed to be acquired or disposed of by or leased to any member of the Enlarged Group.

We hereby have given and have not withdrawn our written consent to the issue of the Circular with the inclusion of our letter to the Independent Board Committee and the Independent Shareholders dated 11 August 2016 and references to our name in the form and context in which they appear. We also consent to this letter and our letter to the Independent Board Committee and the Independent Shareholders (the texts of which have been incorporated into the Circular) be made available for public inspection as described in the Circular.

Yours faithfully,

For and on behalf of  
**TC Capital International Limited**

  
**Edward Wu**  
Chairman

TC Capital Group  
天財資本集團

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