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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)

COMPLETION OF THE ACQUISITION AND THE SUBSCRIPTION

Reference are made to the announcement of the Company dated 13 April 2016, 4 May 2016, 25 May 2016, 15 June 2016, 30 June 2016, 17 August 2016, 7 September 2016 and 29 September 2016, and the circular of the Company dated 17 August 2016 (the “**Circular**”) in relation to, among the other things, (i) the Acquisition Agreement and the transactions contemplated thereunder, (ii) the Subscription Agreement and the transaction contemplated thereunder; and (iii) the Whitewash Wavier. Unless otherwise stated, capitalized terms used herein shall bear the same meanings as defined in the Circular.

COMPLETION OF THE ACQUISITION AND THE SUBSCRIPTION

The Board is pleased to announce that on 31 October 2016, completion of the Acquisition and the Subscription took place in accordance with the terms and conditions of Acquisition Agreement and Subscription Agreement respectively.

The aggregate consideration paid by the Purchaser at completion of the Acquisition amounted to HK\$130 million, being two out of three installments payable by the Purchaser pursuant to the Acquisition Agreement. The remaining installment amounting to HK\$30 million will be payable by the Purchaser upon: (a) the Target Company’s December 2016 Accounts becoming available and has been agreed upon by the Purchaser and the Vendors; and (b) the profit after tax attributable to shareholders of the Target Company as set out in the Target Company’s December 2016 Accounts being not less than HK\$11 million.

Pursuant to the Subscription Agreement, 2,440,000,000 Subscription Shares, representing approximately 48.70% of the issued share capital of the Company as at the date of this announcement as enlarged by the issue of Subscription Shares, have been duly allotted and issued to the Subscriber at completion at the subscription price of HK\$0.074 per Subscription Share. Mr. Tse, the Subscriber, their respective associates and parties acting in concert with any of them have confirmed to the Company that they have not dealt in any securities of the Company between 13 April 2016 and the date of completion of Subscription.

EFFECTS OF THE SUBSCRIPTION

The shareholdings in the Company as immediately before the completion of the Subscription and immediately after the completion of the Subscription are summarised as follows:

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

Notes:

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

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

Hong Kong, 31 October 2016

As at the date of this announcement, the executive Directors are Mr. Tse Hoi Chau (Chairman) and Mr. Lin Shao Hua; and the Independent non-executive Directors are Mr. Lau Fai Lawrence, Mr. Lau Yiu Kit and Mr. Zeng Zhaohui.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.