

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

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Artini Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## **Artini Holdings Limited**

**雅天妮集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 789)**

### **(1) PROPOSED SHARE CONSOLIDATION AND (2) NOTICE OF SGM**

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Terms used on this cover shall have the same meaning as defined in this circular.

A notice convening the SGM to be held at Suite 2703, 27/F., Shui On Centre, Nos. 6-8 Harbour Road, Wanchai, Hong Kong, on Wednesday, 9 September 2020 at 3:15 p.m. (or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be held at the same venue and on the same day at 3:00 p.m.) is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for use at the SGM is enclosed with this circular.

Whether or not the Shareholders are able to attend and vote at the SGM in person, they are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event no less than 48 hours before the time appointed for holding the SGM (i.e. Monday, 7 September 2020 at 3:15 p.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the SGM or any adjournment thereof should they so wish and, in such event, the instrument appointing the proxy shall be deemed to be revoked.

#### **PRECAUTIONARY MEASURES FOR THE SGM**

Due to the on-going COVID-19 pandemic, to safeguard the health and safety of Shareholders, the Company will implement the following precautionary measures at the SGM:

- compulsory body temperature checks
- compulsory wearing of a surgical face mask for each attendee
- submission of health declaration form, which may be used for contact tracing, if required
- no distribution of corporate gift nor provision of refreshment

Shareholders or their proxies who do not comply with these precautionary measures may be denied entry into the SGM venue. Shareholders are reminded that, in order to avoid attending the SGM in person, they may appoint the chairman of the SGM as their proxy to vote on the resolution at the SGM in accordance with the voting preferences indicated on the enclosed form of proxy.

24 August 2020

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>EXPECTED TIMETABLE</b> .....	3
<b>LETTER FROM THE BOARD</b> .....	5
<b>NOTICE OF SGM</b> .....	SGM-1

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:*

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Artini Holdings Limited, a company incorporated in Bermuda with limited liability whose issued Shares are listed on the Main Board of the Stock Exchange (stock code: 789)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of Company upon the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the existing share capital of the Company before the Share Consolidation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Latest Practicable Date”	14 August 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

## DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SGM”	the special general meeting of the Company to be held at Suite 2703, 27/F., Shui On Centre, Nos. 6-8 Harbour Road, Wanchai, Hong Kong, on Wednesday, 9 September 2020 at 3:15 p.m. (or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be held at the same venue and on the same day at 3:00 p.m.) for the purpose of considering and, if thought fit, approving the Share Consolidation
“Share Consolidation”	the proposed consolidation of every five (5) Existing Shares of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Existing Share(s) or the Consolidated Share(s), as the case may be
“Share Options”	the options to subscribe for Shares granted by the Company under the Share Option Schemes
“Share Option Schemes”	the share option schemes adopted by the Company on 23 April 2008 (which expired on 22 April 2018) and 26 August 2019 respectively
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

**EXPECTED TIMETABLE**

*The expected timetable for the implementation of the Share Consolidation is set out below.*

**Event** **2020**

Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM . . . . . 4:00 p.m. on Thursday, 3 September

Closure of the register of members for determining the entitlement to attend and vote at the SGM . . . . . Friday, 4 September to Wednesday, 9 September (both dates inclusive)

Latest date and time for lodging forms of proxy for the SGM . . . . . 3:15 p.m. on Monday, 7 September

Date and time of the SGM . . . . . 3:15 p.m. on Wednesday, 9 September (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same day at 3:00 p.m.)

Publication of the announcement of the results of the SGM . . . . . Wednesday, 9 September

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this circular.**

Effective date of the Share Consolidation . . . . . Friday, 11 September

Dealing in the Consolidated Shares commences . . . . . 9:00 a.m. on Friday, 11 September

First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . . Friday, 11 September

Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . . 9:00 a.m. on Friday, 11 September

## EXPECTED TIMETABLE

Temporary counter for trading in the Consolidated Shares  
in board lots of 4,000 Consolidated Shares (in the form of  
existing share certificates) opens . . . . . 9:00 a.m. on Friday,  
11 September

Original counter for trading in the Consolidated Shares  
in board lots of 20,000 Consolidated Shares (in the form of  
new share certificates for the Consolidated Shares) re-opens . . . . 9:00 a.m. on Friday,  
25 September

Parallel trading in the Consolidated Shares (in the form of  
new share certificates for the Consolidated Shares and  
existing share certificates) commences . . . . . 9:00 a.m. on Friday,  
25 September

Designated broker starts to stand in the market to  
provide matching services for odd lots of  
the Consolidated Shares . . . . . 9:00 a.m. on Friday,  
25 September

Temporary counter for trading in the Consolidated Shares  
in board lots of 4,000 Consolidated Shares (in the form  
of existing share certificates) closes . . . . . 4:10 p.m. on Monday,  
19 October

Parallel trading in the Consolidated Shares (in the form of  
new share certificates for the Consolidated Shares  
and existing share certificates) ends . . . . . 4:10 p.m. on Monday,  
19 October

Designated broker ceases to stand in the market to  
provide matching services for odd lots of  
the Consolidated Shares . . . . . 4:10 p.m. on Monday,  
19 October

Last day and time for free exchange of existing share  
certificates for new share certificates for  
the Consolidated Shares . . . . . 4:00 p.m. on Wednesday,  
21 October

*All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and any subsequent changes to the expected timetable will be announced by the Company.*

## Artini Holdings Limited

雅天妮集團有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 789)

*Executive Directors:*

Mr. Tse Hoi Chau (*Chairman*)

Ms. Yu Zhonglian

Mr. Tse Kin Lung

*Independent non-executive Directors:*

Mr. Lau Fai Lawrence

Mr. Lau Yiu Kit

Mr. Ma Sai Yam

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal place of business*

*in Hong Kong:*

Unit D, 16/F

Eton Building

288 Des Voeux Road Central

Sheung Wan

Hong Kong

24 August 2020

*To the Shareholders*

Dear Sir or Madam,

### (1) PROPOSED SHARE CONSOLIDATION

AND

### (2) NOTICE OF SGM

#### INTRODUCTION

Reference is made to the announcement of the Company dated 4 August 2020 in respect of the proposed Share Consolidation. The purpose of this circular is to provide you with details of the proposed Share Consolidation as well as to give you the notice of the SGM to be convened.

#### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every five (5) issued and unissued Existing Shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.05 each.

## LETTER FROM THE BOARD

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$300,000,000 divided into 30,000,000,000 Existing Shares of par value of HK\$0.01 each, of which 5,519,840,644 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares will be allotted, issued or repurchased from the Latest Practicable Date up to the date of the SGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$300,000,000 divided into 6,000,000,000 Consolidated Shares of par value of HK\$0.05 each, of which 1,103,968,128 Consolidated Shares will be in issue which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Share Consolidation.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

### Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, if any.

As at the Latest Practicable Date, none of the conditions precedent as set out above has been fulfilled.



## LETTER FROM THE BOARD

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Friday, 11 September 2020, being the second Business Day after the date of the SGM.

### **Listing Application**

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Adjustments in relation to other securities of the Company**

As at the Latest Practicable Date, the Company has outstanding Share Options entitling the holders thereof to subscribe for a total of 775,200,000 new Existing Shares. The Share Consolidation may lead to adjustments to the exercise price and the number of Consolidated Shares falling to be issued upon exercise of the outstanding Share Options pursuant to the terms and conditions of the Share Option Schemes and the Listing Rules. The Company will make further announcement(s) on such adjustment(s) as and when appropriate.

Save as disclosed above, as at the Latest Practicable Date, there are no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares.

### **No change in board lot size**

The Existing Shares are currently traded on the Stock Exchange in board lot size of 20,000 Existing Shares. Upon the Share Consolidation becoming effective, the Consolidated Shares will continue to be traded in board lots of 20,000 Consolidated Shares.

## LETTER FROM THE BOARD

Based on the closing price of HK\$0.05 per Existing Share (equivalent to HK\$0.25 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the market value of each board lot of 20,000 Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$5,000.

### **OTHER ARRANGEMENTS**

#### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares of the Company regardless of the number of share certificates held by such holder.

#### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots, if any, of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Upbest Securities Company Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on Friday, 25 September 2020 to 4:10 p.m. on Monday, 19 October 2020. Shareholders who wish to take advantage of this facility should contact Mr. Tong Wai Tong at 2/F., Wah Kit Commercial Centre, 300 Des Voeux Road Central, Hong Kong (telephone number: (852) 2545 3298 during office hours (i.e. 9:00 a.m. to 4:00 p.m.) of such period).

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

#### **Free exchange of share certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be Friday, 11 September 2020, being the second Business Day immediately after the date of the SGM, Shareholders may on or after Friday, 11 September 2020 and until Wednesday, 21 October 2020 (both days inclusive), submit their existing share certificates in purple colour for the Existing Shares to the Company's branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for exchange for new share certificates in orange colour on the basis of every five (5) Existing Shares for one (1) Consolidated Share without any fractional Consolidated Share, at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Company's branch share registrar for each share certificate issued for the Consolidated Shares or each share certificate for the Existing Shares submitted for cancellation, whichever the number of share certificates issued or cancelled is higher.

## LETTER FROM THE BOARD

After 4:10 p.m. on Monday, 19 October 2020, trading will only be in Consolidated Shares which share certificates will be issued in orange colour. Existing share certificates in purple colour for the Existing Shares will cease to be valid for trading, settlement and registration purpose, but will remain valid and effective as documents of title.

### REASONS FOR THE PROPOSED SHARE CONSOLIDATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 30 August 2019 states that (i) market price of the Shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value per board lot should be greater than HK\$2,000.

In view of the prevailing trading prices of the Existing Shares, the Board proposes to implement the Share Consolidation. It is expected that the proposed Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange. As a result, the proposed Share Consolidation would enable the Company to comply with the trading requirements under the Listing Rules. The Company also considers that the adjusted trading price of the Consolidated Shares as a result of the Share Consolidation would maintain the trading amount for each board lot at a reasonable level and attract more investors and broaden the shareholder base of the Company. Based on the closing price of HK\$0.05 per Existing Share (equivalent to HK\$0.25 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the expected market value of each board lot of 20,000 Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$5,000, which is greater than HK\$2,000 and therefore complies with the requirement as set out in the said “Guide on Trading Arrangements for Selected Types of Corporate Actions”.

Save for the relevant expenses, including but not limited to professional fees and printing charge to be incurred by the Company, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests of the Shareholders. As at the Latest Practicable Date, the Company had no plan or intention to carry out any future corporate actions in the next 12 months which may have an effect of offsetting or undermining the intended purpose of the Share Consolidation. The Company has also taken into account the business development plan of the Group for the next 12 months when considering the implementation of the Share Consolidation. In view of the above, the Board considers that the Share Consolidation is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### SGM

A notice convening the SGM to be held at Suite 2703, 27/F., Shui On Centre, Nos. 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 9 September 2020 at 3:15 p.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at the same venue and on the same day at 3:00 p.m.) at which ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Share Consolidation is set out on pages SGM-1 to SGM-2 of this circular.

To the best knowledge of the Directors, no Shareholders have a material interest in the Share Consolidation and accordingly, no Shareholders will have to abstain from voting at the SGM.

## LETTER FROM THE BOARD

Whether or not you intend to attend the SGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event no less than 48 hours before the time appointed for holding the SGM (i.e. Monday, 7 September 2020 at 3:15 p.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, the resolution at the SGM shall be taken by way of poll and an announcement will be made by the Company on the results of the SGM.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the rights to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 4 September 2020 to Wednesday, 9 September 2020 (both days inclusive), during which period no transfer of Shares will be effected. The Shareholders whose names appear on the register of members of the Company on Wednesday, 9 September 2020 will be entitled to attend and vote at the SGM. In order to be entitled to attend and vote at the SGM, unregistered holders of Shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Thursday, 3 September 2020.

### RESPONSIBILITY STATEMENT

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 Share Consolidation is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution at the SGM.

By order of the Board  
**Artini Holdings Limited**  
**Tse Hoi Chau**  
*Chairman*

## NOTICE OF SGM

# Artini Holdings Limited

雅天妮集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 789)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Artini Holdings Limited (the “**Company**”) will be held at Suite 2703, 27/F., Shui On Centre, Nos. 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 9 September 2020 at 3:15 p.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same day at 3:00 p.m. and at the same venue) for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** subject to and conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:

- (a) every five (5) issued and unissued shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of HK\$0.05 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum of association and bye-laws of the Company (the “**Share Consolidation**”);
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit; and
- (c) the Directors be and are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

By order of the Board  
**Artini Holdings Limited**  
**Tse Hoi Chau**  
Chairman

Hong Kong, 24 August 2020

## NOTICE OF SGM

*Registered office*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong*  
Unit D, 16/F  
Eton Building  
288 Des Voeux Road Central  
Sheung Wan, Hong Kong

*Executive Directors*

Mr. Tse Hoi Chau (*Chairman*)  
Ms. Yu Zhonglian  
Mr. Tse Kin Lung (*Chief Executive*)

*Independent non-executive Directors*

Mr. Lau Fai Lawrence  
Mr. Lau Yiu Kit  
Mr. Ma Sai Yam

*Notes:*

1. Any member entitled to attend and vote at the SGM is entitled to appoint one, or if such member is a holder of more than one Share, more than one proxy to attend and vote in his/her/its stead. Where a member appoints more than one proxy, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company.
2. 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/she/it/they represent as such member could exercise.
3. In order to be valid, the form of proxy must be duly lodged at the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. 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 or attorney duly authorised to sign the same.
5. 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 were solely entitled thereto, but if more than one of such joint holders is present at the SGM, 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 of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
6. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 12:00 noon on the date of the SGM, the SGM will be postponed. The Company will publish an announcement on the website of the Company at [www.artini.com.hk](http://www.artini.com.hk) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.