

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



TITAN INVO TECHNOLOGY LIMITED

泰坦智華科技有限公司

(formerly known as TUS International Limited 啟迪國際有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 872)

QUARTERLY UPDATE ON SUSPENSION OF TRADING

This announcement is made by Titan Invo Technology Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.24A and 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

References are made to the announcements of the Company dated 13 May 2022, 18 May 2022, 13 June 2022, 15 June 2022, 18 July 2022, 19 July 2022, 31 August 2022, 14 October 2022, 17 October 2022, 18 November 2022, 17 January 2023, 13 February 2023, 24 February 2023, 31 March 2023, 24 April 2023, 4 May 2023, 1 June 2023, 25 July 2023, 26 October 2023, 2 November 2023, 4 December 2023, 31 January 2024, 6 February 2024 and 11 March 2024 in relation to, among other things, (i) the delay in publication of the 2021 Annual Report, 2022 Interim Results, 2022 Interim Report, 2022 Annual Results, 2022 Annual Report, 2023 Interim Results and 2023 Interim Report, (ii) the resumption guidance from the Stock Exchange, and (iii) the Decision of the Listing Committee to cancel the Company’s listing and the Company’s submission of the review request. References are also made to the announcements of the Company dated 2 August 2022, 7 October 2022, 29 March 2023, 13 April 2023 and 8 January 2024 in relation to, among others, the winding-up Petition presented by the Lender. Capitalised terms used herein, unless otherwise defined, shall have the same meanings as those defined in above announcements.

DECISION ON CANCELLATION OF LISTING AND REVIEW HEARING

As disclosed in the Company's announcement dated 6 February 2024, the Company submitted an application requesting the Decision to be referred to the Listing Review Committee for review, and the hearing for the review is scheduled to take place on 23 April 2024. The Directors would like to remind the Shareholders and potential investors of the Company that the outcome of such review is uncertain.

STANDSTILL AGREEMENT WITH SUBSTANTIAL SHAREHOLDER

The Company wishes to announce that, as part of and in support of the Company's resumption plans, on 25 March 2024, the Company had entered into a standstill agreement with Tus-Holdings Co., Ltd. (啟迪控股股份有限公司) ("**Tus-Holdings**"). Tus-Holdings is a substantial shareholder of the Company, holding approximately 21.9% of the total issued shares of the Company through its wholly owned subsidiary Tuspark Venture Investment Limited. As of the date of this announcement, the Company owes certain subsidiaries of Tus-Holdings various amounts, arising from outstanding convertible bonds and other borrowings.

Pursuant to the terms of the standstill agreement, Tus-Holdings has agreed to, and further to procure its certain subsidiaries to (a) forbear from availing themselves of all remedies and actions against the Company to seek repayment or payment of liabilities outstanding in respect of the amounts owed by the Company; (b) forbear from petitioning for the winding-up of or taking any legal action against the Company; and (c) suspend the accrual and compounding of interest and/or default interest (if any) on the outstanding amounts. The forbearance is effective from the date of the standstill agreement and until the earlier of 30 September 2024 or occurrence of such other events, including for instance (i) a winding up order being made against the Company; (ii) the cancellation of listing of the shares of the Company on the Stock Exchange; or (iii) the occurrence of any other material change of circumstances of the Group.

UPDATE ON LITIGATION JUDGMENT INVOLVING A SUBSIDIARY

Reference is made to the announcement of the Company dated 25 March 2024 in relation to the judgment served on Titan Automotive Solutions N.V. (indirect wholly-owned Belgian subsidiary of the Company) ("**Titan Belgium**") on behalf of the trustee in bankruptcy of Titan Automotive Solutions S.A.R.L (indirect wholly-owned French subsidiary of the Company) ("**Titan France**") on 8 March 2024.

Upon obtaining and considering relevant legal advice, the Board and the management of Titan Belgium has decided that it will not be in the best interest of Titan Belgium or the Company or its shareholders for Titan Belgium to lodge an appeal against the judgment. In such circumstances, the judgment has become final on 8 April 2024. As advised by Belgian legal advisors, if Titan Belgium is unable to pay its creditors, in this case including Titan France, it has to file for bankruptcy within one month. In the meantime, the trustee in bankruptcy of Titan France may also apply to the Belgian courts to declare bankruptcy in respect of Titan Belgium.

ARBITRATION PROCEEDINGS AGAINST THE COMPANY

Arbitration proceedings was initiated by Tus Financial Company Ltd. (啟迪金控投資有限公司) (as applicant) against, among others, TUS Yunzhi Technology (Beijing) Ltd. * (啟迪雲智科技(北京)有限公司) (as 1st respondent) and the Company (as 2nd respondent) with the Beijing Arbitration Commission (“**Arbitration Proceedings**”). To the best of the Company’s knowledge, Tus-Holdings has minority shareholding in the applicant. The 1st respondent is a former subsidiary of the Company which was disposed in 2021.

Under the Arbitration Proceedings, the applicant alleges, among other things, that the 1st respondent owes the applicant approximately RMB94 million, being outstanding loan principal and accrued interest under a loan agreement between the applicant and the 1st respondent dated 16 April 2018, and that the Company is jointly liable to pay such outstanding amounts pursuant to a guarantee given by the Company in favour of the applicant dated 26 May 2020.

The hearing for the Arbitration Proceedings before the Beijing Arbitration Commission has been scheduled to be conducted on 25 May 2024 at 10 a.m.

The Company has been seeking legal advice as to the appropriate course of action in respect of the Arbitration Proceedings and will take all necessary actions to protect its legal rights and the interests of the Company and the Shareholders as a whole.

STATUTORY DEMAND FROM SUBSTANTIAL SHAREHOLDER

The Board also announces that on 14 March 2024, the Company received a statutory demand from the legal representative of Mr. Ma Chi Kong Karl, a substantial shareholder of the Company, pursuant to Sections 178(1)(a) or 327(4)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32), demanding the Company to pay a total sum of HK\$59,950,988.08 (being the principal amount and interest on overdue sum in respect of the HK\$53,700,000 convertible bond due 2023 issued by the Company to the Creditor on 21 June 2018) within three weeks from the date of service of the statutory demand, failing which the creditor may present a winding-up petition against the Company.

In light of the existing Petition and scheduled hearing for the Petition, the Company has been seeking legal advice as to the appropriate course of action in respect of said statutory demand and assessing its impact on the position of the Company.

UPDATES ON PUBLICATION OF FINANCIAL RESULTS

In light of the Petition, there has been further delays in finalising the outstanding financial results, and the Company is still in discussion with its auditors, CL Partners, to assess the possible impact of the Petition on the audit opinion of the financial results. Based on latest information, it is expected that the audited annual results for the financial year ended 31 December 2022 and the unaudited interim results for the six months ended 30 June 2022 will be published by mid-May 2024 pending further clarification of the impact of the Petition, and the annual results for the financial year ended 31 December 2023 and the unaudited interim results for the six months ended 30 June 2023 will be published by or around end of May 2024 upon ascertaining the impact of the Petition hearing outcome.

UPDATES ON NON-COMPLIANCE WITH THE LISTING RULES AND TERMS OF REFERENCE OF COMMITTEES

As disclosed in the Company's announcement dated 11 March 2024, Mr. Zou Qiming has been appointed as an independent non-executive Director and the chairman of the audit committee of the Company.

The Company therefore currently has two executive Directors and one independent non-executive Director, resulting in (i) the current number of independent non-executive Directors falling below the minimum numbers as required under Rule 3.10 of the Listing Rules; (ii) non-compliance with Rule 3.21 of the Listing Rules in respect of the composition of the Audit Committee; (iii) non-compliance with Rule 3.25 of the Listing Rules in respect of the composition of the Remuneration Committee; (iv) non-compliance with Rule 3.27A of the Listing Rules in respect of the composition of the Nomination Committee; (v) non-compliance with the requirements on minimum number of members of each Board Committee under their respective terms of reference; and (vi) non-compliance with the Rule 13.92 of the Listing Rules in respect of gender diversity of Board members.

The Company has been identifying potential suitable candidates to fill the vacancies of the independent non-executive Directors and Board committees members and endeavours to conduct appointments as soon as practicable. As of the date of this announcement, the Company has identified two potential candidates who has provided consent letters to be appointed subject to the resumption of trading of the Shares on the Stock Exchange or the withdrawal or dismissal of the Petition.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended since 9:00 a.m. on 18 July 2022 and will remain suspended until further notice.

Further announcement(s) will be made by the Company to keep the shareholders and potential investors of the Company informed of any material developments in relation to the above matters as and when appropriate or as required under the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and are recommended to consult their own professional advisors if they are in any doubt as to their investment position.

By Order of the Board
Titan Invo Technology Limited
Hu Bo
Executive Director

Hong Kong, 19 April 2024

As at the date of this announcement, the Board comprises Mr. Zhao Hui and Mr. Hu Bo, who are executive Directors, and Mr. Zou Qiming who is an independent non-executive Director.