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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders of Titan Invo Technology Limited (the “**Company**”) will be held at Lecture Room 1 & 2, 1/F, TusPark Workhub, 118 Wai Yip Street, Kwun Tong, Hong Kong on Friday, 28 January 2022 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the resolutions set out in this notice. Words and expressions that are not expressly defined in this notice of extraordinary general meeting shall bear the same meaning as those defined in the circular of the Company dated 5 January 2022 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the variation (the “**Proposed Variation**”) of the conversion price of HK\$0.537 under the 0% convertible bonds in the aggregate principal amount of HK\$53,700,000 convertible into new Shares (the “**Bonds**”) issued to Mr. Ma Chi Kong Karl (“**Mr. Ma**”) to HK\$0.10 (the “**Revised Conversion Price**”) pursuant to the Deed of Variation and Undertakings dated 30 November 2021 (the “**Deed of Variation and Undertakings**”, a copy of which, signed by the chairperson of the EGM for the purposes of identification, has been produced to the EGM marked “A”) entered into between the Company (as issuer) and Mr. Ma (as subscriber) and all the transactions contemplated by and/or incidental to the Proposed Variation be and are hereby approved, confirmed and ratified in all respects;

- (b) the Directors be and are hereby granted a specific mandate (“**Specific Mandate**”) to exercise the powers of the Company to allot and issue the New Conversion Shares pursuant to the terms and conditions of the Bond Instrument (as defined in the Deed of Variation and Undertakings) after the Proposed Variation has come into effect, such New Conversion Shares shall rank *pari passu* amongst themselves and with all other fully paid Shares in issue as at the date of allotment and issue of the New Conversion Shares in all respects and the Specific Mandate being in addition to and not prejudicing or revoking any other general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the Shareholders except for the specific mandate granted to the Directors by the Shareholders at the extraordinary general meeting of the Company held on 7 June 2018 which is hereby revoked; and
- (c) any Director be and is hereby authorised to do all such acts or things, to sign and execute all such documents, and to take such steps as he/she may, in his/her absolute discretion, considers necessary, appropriate, desirable or expedient to implement or to give effect to or in connection with the transactions contemplated by and/or incidental to the Proposed Variation and to agree to such variation, amendments or waiver of matters relating to the Proposed Variation as are, in the opinion of the Director(s), in the interests of the Company.”

2. “**THAT** subject to and conditional upon the satisfaction of all conditions as set out in the section headed “3. PROPOSED RIGHTS ISSUE – Rights Issue Conditions” in the Board Letter:

- (a) the issue by way of rights issue (the “**Rights Issue**”) of not more than such number of new shares (the “**Rights Shares**” and each a “**Rights Share**”) representing twice the total number of issued Shares on Wednesday, 16 February 2022 or such other date as may be determined and announced by the Company as the record date for the determination of the provisional entitlements of the Shareholders under the Rights Issue (the “**Record Date**”) at a subscription price of HK\$0.07 per Rights Share to the Shareholders whose names shall appear on the register of members of the Company, as at the close of business on the Record Date excluding the Non-Qualifying Shareholders on the basis of one (1) Rights Share for every two (2) existing Shares then held on the Record Date be and is hereby approved;

- (b) the Directors be and are hereby authorised to exercise the powers of the Company to allot and issue the Rights Shares in their nil-paid and fully-paid forms pursuant to and in connection with the Rights Issue in particular, (i) the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to the Non- Qualifying Shareholders as they may deem necessary, desirable or expedient having regard to any restrictions or obligations under the constitution of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and (ii) the Rights Shares which would otherwise have been made available for application by the Qualifying Shareholders or the Non-Qualifying Shareholders (as the case may be) will be made available for subscription under the EAF for excess Rights Shares; and
- (c) any Director be and is hereby authorised to do all such acts and things, to sign and execute all such documents and to take such steps as he/she may, in his/her absolute discretion, considers necessary, appropriate, desirable or expedient to implement or to give effect to or in connection with the Rights Issue and the transactions contemplated by and/or incidental to the Rights Issue.”

SPECIAL RESOLUTION

3. **“THAT:**

- (a) subject to and conditional upon the granting of a waiver (the “**Whitewash Waiver**”) to Mr. Ma by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code and any conditions that may be imposed thereon, the waiver of the obligation of the Concert Group to make a mandatory general offer for all the issued securities of the Company not already owned, controlled or agreed to be acquired by the Concert Group which may otherwise arise as a result of the conversion of the Convertible Bonds into the New Conversion Shares by Mr. Ma pursuant to the Deed of Variation and Undertakings and the acquisition of the Rights Shares pursuant to the Subscription Undertaking and possible excess application by Mr. Ma be and is hereby approved; and

- (b) any Director be and is hereby authorised to do all such acts or things, to sign and execute all such documents, and to take such steps as he/she may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient to implement or to give effect to or in connection with the Whitewash Waiver.”

By Order of the Board
Titan Invo Technology Limited
Ma Chi Kong Karl
Chairman

Hong Kong, 5 January 2022

Registered Office:

Cricket Square Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111 Cayman Islands

*Head office and principal place of business
in the PRC:*

Building 2, No. 60 Weixin Road,
Suzhou Industrial Park, Suzhou,
Jiangsu Province, China

Principal place of business in Hong Kong:

Room 707-711, 7/F,
TusPark Workhub,
118 Wai Yip Street, Kwun Tong Hong Kong

Notes:

1. In view of the outbreak of the coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement certain measures at the EGM, details of which are set out in the section headed “PRECAUTIONARY MEASURES FOR THE EGM” on pages ii to iii of the Circular, to safeguard the health and safety of the attending shareholders of the Company, staff and other stakeholders. The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the EGM.
2. Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

3. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 3:00 p.m. on Wednesday, 26 January 2022 (i.e. not less than 48 hours before the time appointed for the EGM (or any adjournment thereof)).
4. For determining members' rights to attend and vote at the EGM, the deadline for share registration will be Friday, 21 January 2022. Members should therefore ensure that all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 21 January 2022.
5. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
6. Where there are joint holders of any shares, any one of such joint holders may vote either in person or by proxy in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the EGM, 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.
7. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) may attend the EGM through telephone or video conference or similar electronic means.
8. Time and dates in this notice are Hong Kong time and dates.
9. The Company will conduct a hybrid meeting via online platform, which allows Shareholders to participate in the EGM online in a convenient and efficient way from anywhere with an internet connection that can support audio live streaming. Shareholders will be able to attend and participate in voting and submit questions in written form to the EGM by visiting the website at <http://meetings.computershare.com/MTUX749> via smartphones, tablets, or computers. The live streaming option can also broaden the reach of the EGM to Shareholders who do not wish to attend physically due to concerns on attending large scale events under the current COVID-19 situation, or for other overseas Shareholders who are unable to attend in person.

10. Although Shareholders are welcome to attend the EGM in person if they so wish, the Company strongly recommends Shareholders to attend the EGM via online platform in view of the current COVID-19 situation. If the venue of the EGM is closed in response to the COVID-19 outbreak, the EGM will continue to be held via online platform. For online voting at the EGM, Shareholders can refer to the enclosed notification letter and the Online Meeting User Guide for details. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated. Each set of Shareholder login details can be used on one electronic device (either smartphones, tablet devices or computers) at a time only.

If you have any queries on the above, please contact the Registrar, Computershare Hong Kong Investor Services Limited, via their hotline at (852) 2862 8555 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

11. Shareholders who wish to attend the EGM and exercise their voting rights can be achieved in one of the following ways:
- (i) attend the EGM in person and vote via smartphones or designated mobile devices at the EGM venue; or
 - (ii) attend the EGM via online platform which enables live streaming and interactive platform for Q&A and vote online; or
 - (iii) appoint chairman of the EGM or other persons as your proxy to vote on your behalf. Your proxy's authority and instruction will be revoked if you attend and vote in person or via online platform at the EGM.

Non-registered Shareholders who wish to attend and participate in the EGM via online platform should liaise with your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your shares are held (collectively, the “**Intermediaries**”) and provide your email addresses to your Intermediaries. Details regarding the arrangements of the EGM, including login details to access the online platform and online voting, will be sent by the Registrar to the email addresses provided by the non-registered Shareholders.

For corporate Shareholders who wish to attend the EGM and vote online, please contact the Registrar at (852) 2862 8555 on or before Monday, 24 January 2022 for arrangement.

As at the date of this notice, the Board comprises, Mr. Hu Bo who is executive Director, Mr. Ma Chi Kong Karl (Chairman) and Mr. Tsang Ling Bui Gilbert who are non-executive Directors, and Hon. Quat Elizabeth (JP), Dr. Koong Hing Yeung Victor and Mr. Lee Kwok Tung Louis who are independent non-executive Directors.