

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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Titan Invo Technology Limited.



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)

**DESPATCH OF CIRCULAR AND EXPECTED TIMETABLE
IN RELATION TO**

**(1) CONNECTED TRANSACTION IN RELATION TO
PROPOSED VARIATION TO TERMS AND CONDITIONS OF
CONVERTIBLE BONDS;**

**(2) PROPOSED ISSUE OF NEW SHARES UPON CONVERSION
OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE;**

**(3) PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE
RIGHTS SHARE FOR EVERY TWO EXISTING SHARES HELD
ON THE RECORD DATE AT HK\$0.07 PER RIGHTS SHARE;**

AND

(4) APPLICATION FOR WHITEWASH WAIVER

Reference is made to (i) the announcement (the “**Announcement**”) of Titan Invo Technology Limited (the “**Company**”) dated 30 November 2021 in respect of, among other things, (1) connected transaction in relation to proposed variation to terms and conditions of convertible bonds; (2) a proposed rights issue on the basis of one rights share for every two existing shares held on the record date at HK\$0.07 per rights share; and (3) application for whitewash waiver; and (ii) the announcement of the Company dated 21 December 2021 in relation to the delay in despatch of the Circular. Unless otherwise stated, capitalised terms used herein shall have the same meaning as those defined in the Announcement.

DESPATCH OF CIRCULAR

The Circular containing, among other things, further details of (i) the Subject Transactions; (ii) letters of recommendation from each of the Independent Board Committees to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committees and the Independent Shareholders in relation to the Subject Transactions; and (iv) a notice of the EGM and a form of proxy was despatched to the Shareholders on 5 January 2022 in accordance with the Takeovers Code.

The EGM 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..

EXPECTED TIMETABLE

The expected timetable for the Proposed Variation and the Rights Issue is set out below. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

All times and dates in this announcement refer to Hong Kong local times and dates.

Events	Time and Date
	2022
Latest time for lodging transfer of Shares to qualify for attendance at the EGM	4:30 p.m. on Friday, 21 January
Closure of register of members for determination of entitlements to attend the EGM (both days inclusive)	Monday, 24 January to Friday, 28 January
Latest time for lodging proxy form for the EGM	3:00 p.m. on Wednesday, 26 January

Events**Time and Date****2022**

Record Date for determining attendance at the EGM	Friday, 28 January
EGM	3:00 p.m. on Friday, 28 January
Announcement of poll results of the EGM	Friday, 28 January
Last day of dealings in the Shares on a cum-rights basis	Monday, 7 February
Commencement of dealings in the Shares on an ex-rights basis	Tuesday, 8 February
Latest time for the Proposed Variation to come into effect	5:00 p.m. on Tuesday, 8 February
Latest time for lodging transfer of the Shares in order to be qualified for the Rights Issue	4:30 p.m. on Wednesday, 9 February
Closure of register of members for determination of entitlements under the Rights Issue (both days inclusive)	Thursday, 10 February to Wednesday, 16 February
Record Date for determining entitlements under the Rights Issue . . .	Wednesday, 16 February
Despatch of the Prospectus Documents (including the PAL, the EAF and the Prospectus) (in the case of the Non-Qualifying Shareholders, the Prospectus only)	Thursday, 17 February
First day of dealings in nil-paid Rights Shares	Monday, 21 February
Latest time for splitting PAL	4:30 p.m. on Wednesday, 23 February

Events**Time and Date****2022**

Last day of dealings in nil-paid Rights Shares Monday, 28 February

Latest time for acceptance of, payment for, the Rights Shares
and application and payment for excess Rights Shares 4:00 p.m. on
Thursday, 3 March

Latest time for the Rights Issue to become unconditional 4:00 p.m. on
Friday, 4 March

Announcement of the results of the Rights Issue to be posted
on the Stock Exchange’s website and the Company’s website Thursday, 10 March

Despatch of refund cheques (if any) for wholly or
partially unsuccessful excess applications or
if the Rights Issue does not become unconditional Friday, 11 March

Despatch of certificates for the fully paid Rights Shares Friday, 11 March

Dealings in fully-paid Rights Shares commence 9:00 a.m. on
Monday, 14 March

Designated broker starts to stand in the market to provide
matching services for odd lots of fully paid Right Shares Monday, 14 March

The last day for the designated broker to stand in the market to
provide matching services for odd lots of fully paid Rights Shares Friday, 1 April

**EFFECT OF BAD WEATHER ON LATEST TIME FOR ACCEPTANCE OF
AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION
AND PAYMENT FOR EXCESS RIGHTS SHARES**

The Latest Time for Acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by a super typhoon or a “black” rainstorm warning issued by the Hong Kong Observatory:

- (i) in force in Hong Kong at any time before 12:00 noon and no longer in force after 12:00 noon on the Final Acceptance Date. Instead, the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any time between 12:00 noon and 4:00 p.m. on the Final Acceptance Date. Instead, the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares does not take place on the currently scheduled date for the Final Acceptance Date, the dates mentioned in the section headed “EXPECTED TIMETABLE” above may be affected.

WARNING OF THE RISKS OF DEALING IN SHARES AND RIGHTS SHARES IN NIL-PAID FORM

The Rights Issue is subject to the fulfilment of the Rights Issue Conditions which include, among other things, the Proposed Variation having come into effect and issue of the New Conversion Shares to Mr. Ma. Please refer to the section headed “LETTER FROM THE BOARD – 3. PROPOSED RIGHTS ISSUE – Rights Issue Conditions” of the Circular for further details. Shareholders and potential investors of the Company should note that if the Rights Issue Conditions are not satisfied, the Rights Issue will not proceed. Any dealings in the Shares from the date of this announcement up to the date on which all the Rights Issue Conditions are required to be fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

Subject to the fulfilment of the Rights Issue Conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.

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

Hong Kong, 5 January 2022

As at the date of this announcement, 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.

The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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.