

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



啟迪國際

TUS INTERNATIONAL

TUS INTERNATIONAL LIMITED

啟迪國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 872)

**CONNECTED TRANSACTION
IN RELATION TO THE SUBSCRIPTION OF SHARES IN
TUSPARK GLOBAL LIMITED**

THE SUBSCRIPTION AGREEMENT

The Board wishes to announce that on 29 July 2016 (after trading hours of the Stock Exchange), the Subscriber, a wholly-owned subsidiary of the Company, as subscriber, the Target Company, as issuer, and the Guarantors, as several guarantors to the Target Company, entered into the Subscription Agreement, pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Target Company has conditionally agreed to allot and issue, the Subscription Shares, representing 40% of the existing issued share capital of the Target Company and approximately 28.57% of the issued share capital of the Target Company as enlarged by the allotment and issue of the Subscription Shares, at the aggregate Subscription Price of HK\$10,000,000.

The Target Group is principally engaged in the operation and management of workhubs and innovation hubs and ancillary business in Hong Kong and the PRC.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Target Company is owned as to 40% by City Corporation and 60% by Tuspark Venture. City Corporation is a company which, as at the date of this announcement, is owned as to 50.00% by Ms. Cheung, an executive Director, and an aggregate of 50.00% by two companies which are wholly-owned by Mr. Cheung Hon Kit, the father of Ms. Cheung. Tuspark Venture is a substantial Shareholder holding approximately 22.89% of the issued share capital of the Company as at the date of this announcement. As such, each of the Target Company, City Corporation and Tuspark Venture is regarded as a connected person of the Company for the purpose of Chapter 14A of the Listing Rules, and the Subscription as contemplated under the Subscription Agreement constitutes a connected transaction on the part of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios in respect of the Subscription exceed 0.1% but are less than 5%, the Subscription is therefore subject to the reporting and announcement requirements but are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A.76(2) of the Listing Rules.

Shareholders and potential investors of the Company should note that Completion is subject to the fulfillment (or, as the case may be, waiver) of the conditions precedent under the Subscription Agreement. The Subscription may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in the Shares and other securities of the Company.

INTRODUCTION

Reference is made to the announcements of the Company dated 2 November 2015 and 29 April 2016 respectively in relation to, among other things, the entering into of the MOU (as amended and supplemented by an extension letter dated 29 April 2016) in respect of the possible subscription of shares in the Target Company by the Subscriber, a wholly-owned subsidiary of the Company.

The Board wishes to announce that on 29 July 2016 (after trading hours of the Stock Exchange), the Subscriber, as subscriber, the Target Company, as issuer, and the Guarantors, as several guarantors to the Target Company, entered into the Subscription Agreement, pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Target Company has conditionally agreed to allot and issue, the Subscription Shares, representing 40% of the existing issued share capital of the Target Company and approximately 28.57% of the issued share capital of the Target Company as enlarged by the allotment and issue of the Subscription Shares, at the aggregate Subscription Price of HK\$10,000,000.

Principal terms of the Subscription Agreement are set forth below:

THE SUBSCRIPTION AGREEMENT

Date: 29 July 2016

Parties: Subscriber: (i) Dynamic Plus Investments Limited, a wholly-owned subsidiary of the Company;

Target Company: (ii) Tuspark Global Limited;

Guarantors: (iii) City Corporation Limited; and

(iv) Tuspark Venture Investment Ltd.

As at the date of this announcement, the Target Company is owned as to 40% by City Corporation and 60% by Tuspark Venture. City Corporation is an investment holding company which, as at the date of this announcement, is owned as to 50.00% by Ms. Cheung, an executive Director, and an aggregate of 50.00% by two companies which are wholly-owned by Mr. Cheung Hon Kit, the father of Ms. Cheung. Tuspark Venture is an investment holding company and a substantial Shareholder holding approximately 22.89% of the issued share capital of the Company as at the date of this announcement. As such, each of the Target Company, City Corporation and Tuspark Venture is regarded as a connected person of the Company for the purpose of Chapter 14A of the Listing Rules.

The Guarantors, namely Tuspark Venture and City Corporation, have agreed severally (but not jointly and severally) in pro rata to their respective shareholding in the Target Company immediately prior to Completion (i) to guarantee the due and punctual performance of the Target Company of its obligations under the Subscription Agreement; and (ii) to provide the certain warranties, representations, undertakings and indemnities in relation to the Target Company and the transactions contemplated under the Subscription Agreement which are customary in similar transactions.

The Subscription

Pursuant to the Subscription Agreement, the Subscriber has conditionally agreed to subscribe for, and the Target Company has conditionally agreed to allot and issue, the Subscription Shares, representing 40% of the existing issued share capital of the Target Company and approximately 28.57% of the issued share capital of the Target Company as enlarged by the allotment and issue of the Subscription Shares.

The Subscription Shares, when allotted, issued and fully paid, shall rank *pari passu* in all respects among themselves and with all the shares of the Target Company in issue on the date of allotment and issue of the Subscription Shares.

The Target Company is an investment holding company incorporated in the British Virgin Islands with limited liability which, together its subsidiaries, are principally engaged in the operation and management of workhubs and innovation hubs and ancillary business in Hong Kong and the PRC. Further details of the Target Group are set out in the section headed “Information of the Target Group” in this announcement.

The Subscription Price

The aggregate Subscription Price for the Subscription Shares shall be HK\$10,000,000, and the Deposit in the sum of HK\$10,000,000 previously paid by the Subscriber to the Target Company pursuant to the MOU shall be applied for the settlement of the Subscription Price in full at Completion.

The Subscription Price was determined on normal commercial terms and after arm's length negotiations among the parties to the Subscription Agreement having taken into consideration of various factors, including (i) the reasons for and benefits of the Subscription as mentioned in the section headed "Reasons for and benefits of the Subscription" in this announcement; (ii) the audited consolidated net asset value of the Target Group of approximately HK\$22,805,000 as at 31 December 2015; and (iii) the future prospects and the business potential of the Target Group. As disclosed in the section headed "Financial information of the Target Group" in this announcement, the Target Group, which is still in its early stage of development and is still expanding, has been loss-making. According to the unaudited consolidated management account of the Target Group for the six months ended 30 June 2016, the Target Group recorded a loss before taxation of approximately HK\$7 million for the six months ended 30 June 2016, which was mainly due to the increase in rental expenses of recently rented properties and depreciation expenses in relation to leasehold improvements of rented properties. However, given the future prospects and business potential of the Target Group which is further elaborated in the section headed "Reasons for and benefits of the Subscription", the Board is of the view that the Subscription offers an opportunity for the Group to further participate in the business of technology innovation incubator, and the acquisition of a minority interests in the Target Company, together with a pre-emptive right and right of first refusal to acquire more interests in the Target Company in future should opportunity arises, is in the interest of the Company and its shareholders as a whole.

Having considered the above, the Directors (including the independent non-executive Directors) consider that the Subscription Price is fair and reasonable and on normal commercial terms.

Conditions Precedent

Completion is conditional upon the fulfillment or waiver (as the case may be) of each of the following conditions:

- (1) the Subscriber being reasonably satisfied with the results of the due diligence review on the assets, liabilities, operations (including the carrying on of business at the Kwun Tong Property by the Target Group as tenant and sub-land lord) and affairs (including legal compliance and financial affairs) of the Target Group as it may reasonably consider appropriate;
- (2) all necessary consents and approvals required to be obtained on the part of the Target Company and the Guarantors in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained and remain in full force and effect;
- (3) all necessary consents and approvals required to be obtained on the part of the Subscriber in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained and remain in full force and effect;
- (4) if required, the passing by the shareholders of the Company (other than those who are required to abstain from voting pursuant to the Listing Rules) at an extraordinary general meeting of the Company to be convened and held of all necessary resolution(s) to approve the Subscription Agreement and the transactions contemplated thereunder and all other consents and acts required under the Listing Rules having been obtained and completed or, as the case may be, the relevant waiver from compliance with any of such rules having been obtained from the Stock Exchange;
- (5) the representations, undertakings and warranties made by or on behalf of the Target Company and/or the Guarantors under the Subscription Agreement remaining true, accurate and complete in all respects;

- (6) the obtaining of a legal opinion (in the form and substance satisfactory to the Subscriber) from a Hong Kong legal counsel in relation to, among other things, certain aspects of Hong Kong law relating to the carrying on of business at the Kwun Tong Property by the Target Group as tenant and sub-landlord;
- (7) the entering into of the Shareholders' Agreement by Tuspark Venture, City Corporation, the Subscriber and the Target Company; and
- (8) the Subscriber having reasonably satisfied that there has not been any material adverse change on the Target Group since the date of the Subscription Agreement.

The Subscriber may at any time waive in writing the conditions set out in paragraphs (1), (5) and (8) above. For the avoidance of doubt, conditions set out in paragraphs (2) to (4) and (6) to (7) cannot be waived.

If any of the above conditions has not been fulfilled (or, as the case may be, waived by the Subscriber) at or before 4:00 p.m. on 31 December 2016 or such later date as the Subscriber may agree, the Subscription Agreement shall cease and determine (save and except those provisions dealing with confidentiality, notices, costs and governing law and jurisdiction which shall continue to have full force and effect) in which event the Target Company shall forthwith refund the Deposit in full (without interest) to the Subscriber and neither party thereto shall have any obligations and liabilities thereunder save for any antecedent breaches of the terms thereof.

Completion

Completion shall take place on a day falling within ten (10) Business Days after the date on which all the conditions set out under the Subscription Agreement have been fulfilled (or waived, as the case may be) (or such other date as may be agreed in writing by the parties to the Subscription Agreement).

Upon Completion, the Group will own approximately 28.57% of the issued share capital of the Target Company and will account its interests in the Target Group as investment in an associate.

SHAREHOLDERS' AGREEMENT

As one of the conditions precedent to Completion, the Subscriber will enter into the Shareholders' Agreement with Tuspark Venture, City Corporation and the Target Company which shall take effect upon Completion and shall replace and supersede the existing shareholders' agreement regarding the Target Group. Principal terms of the Shareholders' Agreement are set out below.

Business of the Target Group

Except with the consent in writing of shareholders holding not less than 80% of the issued shares of the Target Company, the Target Company shall only be an investment holding company and the subsidiaries of the Target Company shall only be involved in the operation and management of workhubs and innovation hubs and ancillary business.

Board representation and management of the Target Group

The board of directors of the Target Company shall have full power and authority to control, manage and supervise the whole of the business and affairs of the Target Group. The board of directors of the Target Company shall consist of a maximum of four directors: Tuspark Venture shall have the right to nominate two directors, while City Corporation and the Subscriber shall have the right to nominate one director each.

The chairman of the board of directors of the Target Company shall be elected by majority votes of directors present at the relevant meeting and the chairman shall not be entitled to a second or casting vote.

The quorum for a meeting of the board of directors of the Target Company shall be the presence of at least one director appointed by each of Tuspark Venture, City Corporation and the Subscriber.

Shareholders' meeting

A quorum for a meeting of shareholders of the Target Company shall be the presence of one representative from each of Tuspark Venture, City Corporation and the Subscriber. On a vote the representative of each shareholder shall be entitled to one vote for each share held by such shareholder or one vote for each share in respect of which he has been appointed as a representative.

The chairman of each meeting of shareholders shall be elected by majority votes of the shareholders present at the relevant meeting, but shall not be entitled to any second or casting vote.

Matters requiring special consent of shareholders

The shareholders shall exercise all voting rights and other powers of control available to them in relation to the Target Company to procure that members of the Target Group shall not, without the prior approval of shareholders holding not less than 80% of the shares of the Target Company, carry out certain actions, including, among other things, (i) issue or agree to issue any shares of any class or any loan capital having attached thereto a right of conversion into share capital or granting any options to acquire shares of any class; (ii) carry out any capital reorganisation; (iii) vary, modify or abrogate any of the rights attaching to any shares; (iv) adopt any dividend policy and make any change in any dividend policy; (v) create any encumbrances over the undertaking, property or assets of the Target Group; and (vi) pass any resolution the results of which would be its winding up, liquidation or receivership, or make any composition or arrangement with creditors.

Pre-emptive rights and restrictions on transfer of shares in and shareholders' loans due by the Target Company

The shareholders shall have pre-emptive rights on new shares of the Target Company to be issued.

The shareholders shall also have first rights of refusal and tag-along rights on disposal of shares by other shareholders, and subject as otherwise provided in the Shareholders' Agreement, no shareholders shall transfer or otherwise dispose of or encumber any part of its shareholding in the Target Company or any shareholder's loan(s) due to it by the Target Company without the prior written consent of the other shareholders. No shares may be transferred without the holder thereof also assigning its rights, interest and benefit in the shareholders' loans owed to it by the Company.

INFORMATION OF THE TARGET GROUP

The Target Company is an investment holding company incorporated in the British Virgin Islands with limited liability which, together its subsidiaries, are principally engaged in the operation and management of workhubs and innovation hubs and ancillary business in Hong Kong and the PRC.

With early stage technology founders, innovative companies, entrepreneurs, startup companies, freelancers, small business enterprises, investors, etc as target customers, the Target Group provides a range of services with a focus in providing services online (i.e. website and mobile application) and offline (i.e. physical spaces). As at the date of this announcement, the Target Group operates and manages over 80,000 square feet of physical spaces in the form of workhubs and innovation hubs across 6 locations in Hong Kong, Shanghai and Shenzhen, the PRC. The Target Group also maintains an online network (including website and mobile application), allowing its services and resources to be share amongst its members, subscribers and partners online.

In addition to the provision of services online and offline, the Target Group also provides ancillary services such as event and exhibition services, management and industry knowledge training programs and small class workshops, etc to entrepreneurs, innovative companies as well as new and startup companies.

With the recent launch of the online network of the Target Group, which includes website and mobile application and which allows the Target Group's services and resources to be share amongst its members, subscribers and partners online, the Target Company expects growth in membership subscriptions to the Target Group's physical space, events and other services. The Target Group also intends to further expand its business into the businesses of professional services, startup education and venture investments in the near future. As a member of the Tuspark Global Network Group, the Target Group acts as a consulting firm and one-stop shop service provider to overseas and local clients whom would like to set up their business in Hong Kong. Professional services provided by the Target Group includes:

1. company formation in Hong Kong;
2. assisting company bank account set up;
3. work visa application for expatriates/non-Hong Kong residents;
4. provision of payroll services; and
5. provision of accounting services through collaboration with qualified/certified accounting firm.

In this regard, the professional services team of the Target Group has already commenced provision of services to online and offline members of the Target Group in early 2016.

In terms of physical spaces, the Target Group also expects to add more locations through partnerships with landlords, workspace owners and developers across the PRC, the United States and Asia ex-China regions, including Singapore, Korea, Japan, San Francisco, and Taiwan. The Target Group also plans to expand its build out of makerspaces (i.e. collaborative prototyping facilities for creators), and hardware related courses as part of its academy in the next 18 months at its workhub locations.

Workhubs and innovation hubs

The workhubs and innovation hubs of the Target Group in Hong Kong are operated under the brand name of “Tuspark” as licensed by Tus-Holdings under the License Agreement (details of which are set out below), while the workhubs and innovation hubs of the Target Group in the PRC are operated under the brand name of Tuspark Global Network (“TGN”).

The Target Group does not own any real property and the premises at which the workhubs and innovation hubs of the Target Group are operated are leased or licensed properties of the Target Group. Set out below are the locations of the workhubs and innovation hubs operated by the Target Group:

Location	Approximate gross floor area (square feet)
<i>Hong Kong</i>	
1. The Kwun Tong Property – portion of the ground floor, and the whole of the first, second, third, fifth, sixth, seventh, eighth, ninth floors of the building erected on No. 118 Wai Yip Street, Kowloon, Hong Kong (<i>Note</i>)	35,550
2. 23/F, Island Centre, 1 Great George Street, Causeway Bay, Hong Kong	2,500
3. 4/F, Yes & Right House, 1-3 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong	2,065
4. 8A Winning Centre, 46-48 Wyndham Street, Central, Hong Kong	545
<i>The PRC</i>	
5. 5/F, Shenzhen City Science and Technology Building, 1057 Nanhai Road, Nanshan District, Shenzhen	29,740
6. 2/F, Building No. 5 No. 1514 Changyang Road, Yangpu District, Shanghai	15,390

Note: During the course of the due diligence review, it was revealed that there were certain structural alterations to the approved plan of the Kwun Tong Property. Furthermore, the existing use of the Kwun Tong Property by the Target Group for the operation of workhubs and innovation hubs may be in contravention of the user restrictions contained in the Government Lease, the Occupation Permit and the relevant tenancy agreement of the Kwun Tong Property. In this regard, the Company has requested the Target Group and registered owner of the Kwun Tong Property to take all necessary remedial actions, and rectification works has been carrying out in the Kwun Tong Property in respect of the structural alterations. Application for the revitalization of the Kwun Tong Property to permit office use at the Kwun Tong Property have also been made by the registered owner of the Kwun Tong Property to the Lands Department, the results of which are still pending as at the date of this announcement. As at the date hereof, as confirmed by the Target Company, an application for a general waiver for the temporary use of the Kwun Tong Property for commercial purpose has also been made by the registered owner of the Kwun Tong Property to the Lands Department. The said application is in progress and no indication of possible rejection has been received thus far. The existing directors of the Target Company are of the view, and the Directors concurs, that in the event that the application for the revitalization of the Kwun Tong Property or the application for a general waiver as mentioned above are not approved or granted and the Target Group is required to cease operation in the Kwun Tong Property, the Target Group can relocate to operate in other existing workhubs and innovation hubs operated by the Target Group in Hong Kong and/or other comparable properties, without causing any material adverse impact on the operation and financial position of the Target Group.

License Agreement

Tus-Holdings, the immediate holding company of Tuspark Venture which is an existing shareholder of the Target Company as well as a substantial Shareholder holding approximately 22.89% of the issued share capital of the Company as at the date of this announcement, is a company established under the laws of the PRC with limited liability and is principally engaged in technology services (incubator services and strategic investments), science park real estate (development and management of science parks) and other technology supporting businesses (such as hotel, education, financial services and media). Tus-Holdings has long established experiences and networks in the incubator and accelerator business models in the PRC.

Tus-Holdings has granted pursuant to the License Agreement an exclusive non-transferable license to use the trademark “**TusPark**” and the trade name of “Tuspark” by the Target Group in connection with the operation, marketing, advertising and promotion of the business of operation and management of workhubs and innovation hubs and ancillary business in any part of the world except the PRC for a period up to and including 4 May 2035, unless terminated pursuant to the terms thereof.

In addition, pursuant to the License Agreement, Tus-Holdings has also undertaken to the Target Company that it shall not, and shall procure its subsidiaries not to, directly or indirectly be interested or involved or engaged in or acquire or hold an interest in the business of the operation and management of workhubs and innovation hubs and ancillary business or any business which competes or is likely to compete directly or indirectly with the business of the Target Group. Tus-Holdings has also undertaken that it will promptly provide the Target Company in writing with all relevant information in respect of any new business opportunity in relation to the operation and management of workhubs and innovation hubs and ancillary business which it may have knowledge for the Target Company to assess such new business opportunity.

With the brand name of “Tuspark” and the non-competition and business referral undertakings given by Tus-Holding under the License Agreement, as well as the continuing development of the incubation business market, the Board is of the view that the future prospects of the Target Group will be promising.

FINANCIAL INFORMATION OF THE TARGET GROUP

The following table summarises the audited consolidated financial results of the Target Group prepared in accordance with the Hong Kong Financial Reporting Standards for the period since the incorporation of the Target Company (i.e. 10 April 2015) up to 31 December 2015:

	For the period since the incorporation of the Target Company (i.e. 10 April 2015) up to 31 December 2015 (audited) HK\$'000
Loss before and after taxation	4,372

Based on the audited consolidated management accounts of the Target Group made up to 31 December 2015 prepared in accordance with the Hong Kong Financial Reporting Standards, the audited consolidated net assets value of the Target Group as at 31 December 2015 was approximately HK\$22,805,000.

The following table summarises the audited financial results of the HK Subsidiary, being the principal subsidiary of the Target Company, prepared in accordance with the Hong Kong Financial Reporting Standards for the period since the incorporation of the HK Subsidiary (i.e. 24 January 2014) up to 31 December 2015:

	For the period since the incorporation of the HK Subsidiary (i.e. 24 January 2014) up to 31 December 2014 (audited) HK\$'000	For the year ended 31 December 2015 (audited) HK\$'000
Loss before and after taxation	876	2,883

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Company's principal activity is investment holding and currently the Group is principally engaged in production and sale of automotive related products, car trading and provision of financing service for leasing motor vehicles and equipment.

The Target Group is principally engaged in the operation and management of workhubs and innovation hubs and ancillary business in Hong Kong and the PRC.

As disclosed previously in the announcements and reports of the Company, the Group has been keen on exploring the prospects of developing the business of technology innovation incubator, which includes the business of shared workspace and services for and investments in small technology enterprises, in the PRC, Hong Kong or other major cities. With the vision to step into the new business so as to achieve sustainable growth, in October 2015, the Group had entered into agreements with associates of Tus-Holdings to form three joint ventures companies in Suzhou, Kunshan and Nanjing, the PRC.

In light of the continuing development of the incubation business market, as well as the license to use the trademark and brand name of “Tuspark” and the non-competition and business referral undertakings given by Tus-Holding in favour of the Target Company under the License Agreement, the Board is of the view that the future prospects of the Target Group will be promising, and the Subscription offers an opportunity for the Group to further participate in such business as long term investment and provides a platform to expand the Group’s business portfolio, income source and enhance possibly its financial performance and is in line with the business plan of the Group. Although it was mentioned in the previous announcement of the Company in relation to the MOU that it was the plan of the Company to hold a majority stake in the Target Company upon completion of the subscription, and the Company remains confident in the future prospects of the Target Group, in view of the uncertainty on the global economy in general recently and the impacts on the operation of various start-up companies, whom are the major target users of workhubs, are wait to be seen, the Board consider it would be prudent to first acquire a minority interests in the Target Company while having a pre-emptive right and right of first refusal to acquire more equity interests in the Target Company (details of which are set out in the section headed “Shareholders’ Agreement – Pre-emptive rights and restrictions on transfer of shares in and shareholders’ loan due by the Target Company” in this announcement) in the future should suitable opportunity arise.

Taking into account the aforesaid, the Directors (including the independent non-executive Directors) are of the view that the terms of the Subscription Agreement and the transactions contemplated thereunder, although are not in the ordinary and usual course of business of the Group, are on normal commercial terms after arm’s length negotiation between the parties, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Target Company is owned as to 40% by City Corporation and 60% by Tuspark Venture. City Corporation is a company which, as at the date of this announcement, is owned as to 50.00% by Ms. Cheung, an executive Director, and an aggregate of 50.00% by two companies which are wholly-owned by Mr. Cheung Hon Kit, the father of Ms. Cheung. Tuspark Venture is a substantial Shareholder holding approximately 22.89% of the issued share capital of the Company as at the date of this announcement. As such, each of the Target Company, City Corporation and Tuspark Venture is regarded as a connected person of the Company for the purpose of Chapter 14A of the Listing Rules, and the Subscription as contemplated under the Subscription Agreement constitutes a connected transaction on the part of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios in respect of the Subscription exceed 0.1% but are less than 5%, the Subscription is therefore subject to the reporting and announcement requirements but are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A.76(2) of the Listing Rules.

Ms. Cheung, being a director and shareholder of City Corporation and a director of certain members of the Target Group and Mr. Du Peng, being a director of Tuspark Venture and certain members of the Target Group are considered to have a material interest in the transactions contemplated under the Subscription Agreement and is required to abstain, and have abstained, from voting on the relevant Board resolutions to approve the same. Save for the above, no other Director has a material interest in the transactions contemplated under the Subscription Agreement and none of them is required to abstain or has abstained from, voting on the relevant Board resolutions to approve the same.

Shareholders and potential investors of the Company should note that Completion is subject to the fulfillment (or, as the case may be, waiver) of the conditions precedent under the Subscription Agreement. The Subscription may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in the Shares and other securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors from time to time
“Business Day(s)”	a day (excluding Saturday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 5:00 p.m. and is not lowered at or before 5:00 p.m. or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 5:00 p.m. and is not discontinued at or before 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours

“City Corporation”	City Corporation Limited, a company incorporated in Hong Kong with limited liability which, as at the date of this announcement, is owned as to 50.00% by Ms. Cheung, an executive Director, and an aggregate of 50.00% by two companies which are wholly-owned by Mr. Cheung Hon Kit, the father of Ms. Cheung
“Company”	TUS International Limited (啟迪國際有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 872)
“Completion”	completion of the Subscription in accordance with the terms and conditions of the Subscription Agreement
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Deposit”	the refundable deposit in the amount of HK\$10,000,000 paid by the Subscriber to the Target Company pursuant to the MOU
“Director(s)”	the director(s) of the Company from time to time
“Group”	the Company and its subsidiaries from time to time
“Guarantors”	collectively, City Corporation and Tuspark Venture
“HK Subsidiary”	TGN Innovation Limited (啟創環球有限公司) (formerly known as City Champion International Limited (城冠國際有限公司)), a company incorporated in Hong Kong with limited liability and a direct wholly-owned subsidiary of the Target Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Kwun Tong Property”	(1) portion of the ground floor and (2) the whole of the first, second, third, fifth, sixth, seventh, eighth, ninth floors of the building erected on No.118 Wai Yip Street, Kowloon, Hong Kong, one of the properties leased by the Target Group where the Target Group is currently carrying on their business
“License Agreement”	the license agreement dated 26 May 2015 and entered into between Tus-Holding (as licensor) and the Target Company (as licensee) in respect of the grant of an exclusive non-transferable license to use the trademark “ TusPark ” and the trade name of “Tuspark” by the Target Group in connection with the operation, marketing, advertising and promotion of the business of operation and management of workhubs and innovation hubs and ancillary business in any part of the world except the PRC for a period up to and including 4 May 2035, unless terminated pursuant to the terms thereof
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the non-legally binding memorandum of understanding dated 2 November 2015 entered into between the Subscriber and the Target Company setting out the preliminary understanding in relation to the subscription of shares of the Target Company by the Subscriber (as amended and supplemented by an extension letter dated 29 April 2016 entered into between the parties), details of which are disclosed in the announcements of the Company dated 2 November 2015 and 29 April 2016
“Ms. Cheung”	Ms. Cheung Joanna Wai Sze, an executive Director
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan

“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Shareholders”	holders of the issued Shares from time to time
“Shareholders’ Agreement”	the new shareholders’ agreement to be entered into among Tuspark Venture, City Corporation, the Subscriber and the Target Company in relation to, among other matters, the business, affairs, operation and management of the Target Group, which shall take effect upon Completion and shall replace and supersede the existing shareholders’ agreement dated 26 May 2015 and entered into among Tuspark Venture, City Corporation and the Target Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Dynamic Plus Investments Limited (動派投資有限公司), a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Subscription”	the subscription by the Subscriber for, and the allotment and issue by the Target Company of, the Subscription Shares subject to and upon the terms and conditions of the Subscription Agreement
“Subscription Agreement”	the conditional subscription agreement dated 29 July 2016 and entered into among the Subscriber, the Target Company and the Guarantors in relation to the Subscription
“Subscription Price”	HK\$10,000,000, representing a subscription price of approximately HK\$250,000 per Subscription Share
“Subscription Shares”	40 new shares of the Target Company to allotted and issued to the Subscriber at Completion, and the expression “Subscription Share” shall be construed accordingly

“Target Company”	Tuspark Global Limited, a company incorporated in the British Virgin Islands with limited liability which, as at the date of this announcement, is owned as to 40% by City Corporation and 60% by Tuspark Venture
“Target Group”	the Target Company and its subsidiaries, including the HK Subsidiary
“Tus-Holdings”	啟迪控股股份有限公司 (Tus-Holdings Co., Ltd.#), the immediate holding company of Tuspark Venture
“Tuspark Venture”	Tuspark Venture Investment Ltd (啟迪創投有限公司), a substantial Shareholder holding 212,490,802 Shares, representing approximately 22.89% of the issued share capital of the Company as at the date of this announcement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of United States of America
“%”	per cent.

The English transliteration of the Chinese name(s) in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).

By order of the Board
TUS International Limited
Ma Chi Kong, Karl
Chairman

Hong Kong, 29 July 2016

As at the date of this announcement, Mr. Ma Chi Kong, Karl, Mr. Shen Xiao, Mr. Yang Ming, Mr. Du Peng, Mr. Woo Kar Tung Raymond and Ms. Cheung Joanna Wai Sze who are executive Directors, Mr. Tsang Ling Bui, Gilbert and Mr. Sheng Ruzhi who are non-executive Directors, and Hon. Shek Lai Him Abraham (GBS, JP), Mr. Chen Jin, Mr. Poon Chiu Kwok and Mr. Wong Yuk Lun, Alan who are independent non-executive Directors.