



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the capital of TUS International Limited (the “**Company**”), **HEREBY APPOINT** ^(Note 3) the Chairman of the Meeting or _____
of _____
as my/our proxy to attend and to vote for me/us and on my/our behalf at the extraordinary general meeting (“**Extraordinary General Meeting**”) (or at any adjournment thereof) of the Company to be held at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 13 April 2017 at 2:30 p.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice of Extraordinary General Meeting (“**Notice**”) and at such meeting (or at any adjournment thereof) to vote for me/us and in the event of a poll to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used herein shall have the same meaning as those defined in the Notice.

ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1. To approve, confirm and ratify the subscription agreement dated 1 March 2017 entered into between the Company as issuer, Tuspark Venture Investment Ltd., Munsun Smart Mobility Fund LP and CM Securities Investment Limited as subscribers (“ Subscribers ”) and CM Securities (Hongkong) Company Limited as sole lead arranger in relation to the issue by the Company to the Subscribers of the convertible bonds in the principal amount of HK\$300,000,000 and the transactions contemplated thereunder.		
2. To re-elect Hon. Quat Elizabeth as the independent non-executive Director of the Company.		

Signature ^(Note 7): _____

Dated: _____

Notes:

1. Full name(s) and address(es) to be insert in **BLOCK CAPITALS**. The names of all joint shareholders should be stated.
2. Please insert the number of shares registered in your name(s) to which this form of proxy related. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired. Any alteration made to this form of proxy must be initialled by the person who signs it.
4. **Important: If you wish to vote for a resolution, tick in the relevant box marked “FOR”. If you wish to vote against the resolution, tick in the box marked “AGAINST”.** Failure to tick a box will entitle your proxy, at his discretion, to cast your vote in respect of such resolution(s) or abstain from voting. Your proxy will also be entitled to vote at his discretion on any resolution(s) properly put to the meeting other than those referred to in the Notice.
5. To be valid, this form of proxy, duly signed, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
6. In the case of joint shareholders, any one of such joint shareholders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint shareholders are present at the meeting personally or by proxy, that one of the said persons whose name stands first in the register of members of the Company in respect of the relevant share shall alone be entitled to vote in respect thereof. Only one of joint shareholders need to sign.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised in writing.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.