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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**” or “**Meeting**”) of the shareholders of TUS International Limited (the “**Company**”) will 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 purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions of the Company.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the subscription agreement dated 1 March 2017 (the “**Subscription Agreement**”) (a copy of which has been produced to the Meeting and marked “A” and initialled by the chairman of the Meeting for the purpose of identification) and entered into between the Company as issuer Tuspark Venture Investment Ltd., Munsun Smart Mobility Fund LP and CM Securities Investment Limited (the “**Subscribers**”) as 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 (the “**Convertible Bond**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) subject to the fulfillment of the conditions precedent set out in the Subscription Agreement, any one or more of the directors (the “**Director(s)**”) of the Company be and is/are hereby authorised to exercise all the powers of the Company and to take all steps as might in his/her/their opinion be desirable or necessary in connection with the Subscription Agreement, including without limitation, to issue the Convertible Bond in favour of the Subscribers;
- (c) the allotment and issue of new ordinary shares (the “**Conversion Shares**”) of HK\$0.01 each in the share capital of the Company upon exercise of the conversion rights attaching to the Convertible Bond pursuant to the terms of the Convertible Bond as set out in the bond instrument of the Convertible Bond attached to the Subscription Agreement be and is hereby approved, and the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue such number of Conversion Shares as may be required to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bond pursuant to the terms of the Convertible Bond, where such Conversion Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The aforementioned specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (d) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

2. “**THAT** Hon. Quat Elizabeth be re-elected as the independent non-executive Director of the Company.”

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

Hong Kong, 27 March 2017

Notes:

1. 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.
2. 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 Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the EGM (or any adjournment thereof).
3. Delivery of an instrument appointing a proxy shall 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 be revoked.
4. 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 was 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.

5. The register of members will be closed from 10 April 2017 to 13 April 2017, both days inclusive, during which no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM of the Company to be held on 13 April 2017, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 7 April 2017.

As at the date of this notice, Mr. Ma Chi Kong Karl (Chairman), 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. Quat Elizabeth (JP), Mr. Poon Chiu Kwok, Mr. Chen Jin and Mr. Wong Yuk Lun, Alan who are independent non-executive Directors.