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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Technovator International Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TECHNOVATOR INTERNATIONAL LIMITED

科諾威德國際有限公司

(incorporated in Singapore with limited liability)

(Stock Code: 1206)

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Technovator International Limited to be held at Unit 2402, 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong at 9:30 a.m. on Friday, 18 May 2012 is set out on pages 17 to 21 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

17 April 2012

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2011 Annual Report”	the annual report of the Company for the financial year ended 31 December 2011 dispatched to the Shareholders together with this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at Unit 2402, 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong, at 9:30 a.m. on Friday, 18 May 2012 or any adjournment thereof
“Articles”	the articles of association of the Company adopted on 8 September 2011 and as amended from time to time
“Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Technovator International Limited (formerly known as Technovator Int Private Ltd. and Technovator Int Limited), a limited liability company incorporated in Singapore and the issued Shares of which are listed on the Stock Exchange
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate number of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate number of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$” and “HK cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate number of Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	10 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the Annual General Meeting as set out on pages 17 to 21 of this circular
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange with an aggregate number of Shares not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Singapore Companies Act”	the Companies Act (Cap. 50) of Singapore as amended, supplemented, or otherwise modified from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“%”	percent.



TECHNOVATOR INTERNATIONAL LIMITED

科諾威德國際有限公司

(incorporated in Singapore with limited liability)

(Stock Code: 1206)

Executive Directors:

Mr. Zhao Xiaobo (*Chief Executive Officer*)

Mr. Seah Han Leong

Non-executive Director:

Mr. Lu Zhicheng (*Chairman*)

Dr. Li Jisheng

Mr. Liu Tianmin

Mr. Ng Koon Siong

Ms. Shi Shanshan

Registered office:

66 Tannery Lane

#04-10/10A

Sindo Industrial Building

Singapore 347805

Principal place of business in Hong Kong:

43rd Floor, Gloucester Tower

The Landmark, 15 Queen's Road Central

Hong Kong

Independent non-executive Directors:

Mr. Fan Ren Da Anthony

Mr. Chia Yew Boon

Ms. Chen Hua

17 April 2012

Dear Shareholders,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate (collectively the "**Mandates**"), the re-election of the relevant Directors and to seek your approval of the resolutions to these matters at the Annual General Meeting.

LETTER FROM THE BOARD

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution pursuant to Section 161 of the Singapore Companies Act will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with unissued Shares with an aggregate number of Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting. As at the Latest Practicable Date, a total of 485,200,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 97,040,000 Shares.

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution pursuant to Section 76E of the Singapore Companies Act will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, the aggregate number of Shares not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting.

Under the Singapore Companies Act and the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by an addition of an amount representing the aggregate number of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Singapore to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders of the Company in a general meeting.

LETTER FROM THE BOARD

THE ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular.

The 2011 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2011 and the reports of the Directors and the auditors thereon are dispatched to the Shareholders together with this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

RE-ELECTION OF DIRECTORS

According to Article 104 of the Articles, at each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not greater than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

As such, Mr. Zhao Xiaobo, Mr. Seah Han Leong and Mr. Ng Koon Siong will retire, being eligible, offer themselves for re-election. Particulars of each of them are set out in Appendix II of this Circular.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules and Article 71 of the Articles, all votes of the Shareholders at the general meetings must be taken by poll.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors named above are beneficial to the Company and the Shareholders as a whole.

Accordingly, the Directors recommend our Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the annual general meeting (“AGM”), the transfer books and register of members of the Company will be closed from Wednesday, 16 May 2012 to Friday, 18 May 2012, both days inclusive, during which period no transfer of Shares in the Company will be effected. The record date for entitlement to attend and vote at the AGM is Friday, 18 May 2012. In order to be eligible to attend and vote at the forthcoming AGM of the Company to be held on 18 May 2012, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not later than 4: 30 p.m. on Tuesday, 15 May 2012.

Yours faithfully,
For and on behalf of the Board of
Technovator International Limited
Lu Zhicheng
Chairman

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 485,200,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 48,520,000 Shares, which represents 10% of the total number of Shares of the Company as at the date of passing the resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of Singapore to be held; or
- (iii) revocation or variation by an ordinary resolution of the Shareholders of the Company in a general meeting.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for the purpose in accordance with the Articles and the Companies Law.

The Company will use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance the Company's purchase or acquisition of the Shares. In addition, the Directors will also consider the availability of external financing. However, in considering the option of external financing, the Directors will also consider the financial position of the Group, particularly the prevailing gearing level of the Group. The Directors will only make purchases or acquisitions of the Shares in circumstances that they believe will not result in any material adverse effect to the financial position of the Group.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company (as compared with the position disclosed in the 2011 Annual Report). However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. SHARE PRICES

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
27 to 31 October 2011	1.13	0.96
November 2011	1.40	0.95
December 2011	1.16	1.05
January 2012	1.17	1.05
February 2012	1.30	1.10
March 2012	1.32	1.07
1 April 2012 to the Latest Practicable Date	1.25	1.19

6. FINANCIAL EFFECTS OF THE SHARE REPURCHASE

Where the Company cancels any of the Shares it repurchased, the Company shall:

- (a) reduce the amount of its share capital where the Shares were purchased or acquired out of the capital of the Company;
- (b) reduce the amount of its profits where the Shares were purchased or acquired out of the profits of the Company; or
- (c) reduce the amount of its shares capital and profits proportionately where the Shares are purchased or acquired out of both the capital and the profits of the Company, by the total amount of the purchase price paid by the Company for the Shares cancelled.

The financial effects on the Company arising from purchases or acquisitions of Shares which may be made pursuant to the Repurchase Mandate will depend, *inter alia*, on whether the Shares are purchased or acquired out of the profits and/or capital of the Company, the number of Shares purchased or acquired and the price paid for such Shares.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The Company shall not purchase its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for 5 preceding trading days on which its shares were traded on the Stock Exchange.

For illustrative purposes only:

Where the Shares purchased or acquired are cancelled, in a on-market purchase, assuming that the maximum price is HK\$1.27 ("Assumed Purchase Price"), which is 5% above the average closing price of a Share as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 48,520,000 Shares (representing 10% of the total issued share capital of the Company as at the Latest Practicable Date), which is the maximum number of Shares the Company is able to purchase or acquire under and during the duration of the Repurchase Mandate. The financial effects of the purchase or acquisition on the financial position of the Company and the Group for the year ended 31 December 2011 are as follows:

(A) On-Market Purchases of up to 10% made entirely out of capital and cancelled

As at 31 December 2011	Company		Group	
	Before Share Purchase <i>US\$'000</i>	After On-Market Purchase <i>US\$'000</i>	Before Share Purchase <i>US\$'000</i>	After On-Market Purchase <i>US\$'000</i>
Share capital	33,786	25,846	33,786	25,846
Reserves	1,080	1,080	10,223	10,223
Accumulated profits/(losses)	(4,799)	(4,799)	21,004	21,004
Non-controlling interests	–	–	5,715	5,715
Total Equity	30,067	22,127	70,728	62,788
Current assets	10,892	2,952	74,391	66,451
Current liabilities	1,452	1,452	31,634	31,634
Working capital	9,440	1,500	42,757	34,817
Total liabilities	1,523	1,523	37,420	37,420
Number of shares ('000)	485,200	436,680	485,200	436,680
Return on equity (%)	(6.4)	(8.7)	16.7	18.8
Basic earnings per Share (cents)	(0.5)	(0.6)	2.7	3.0
Gearing ratio (%)	–	–	6.4	7.0
Current ratio (times)	7.5	2.0	2.4	2.1

As at 31 December 2011, the Company and the Group had a balance of approximately US\$10,585,000 and US\$27,940,000 in cash and cash equivalents respectively. Assuming the repurchase of up to 48,520,000 Shares at the Assumed Repurchase Price, the Company's and the Group's cash reserves would be reduced by US\$7,940,000 and, all other things remaining the same, the working capital and net assets of the Company and the Group would be reduced by the dollar value of the Shares purchased.

The purchase of the Shares would reduce the current assets and shareholders' funds of the Company and the Group accordingly. The actual impact on the current ratio of the Company and the Group would depend on the number of Shares purchased and the price or prices at which the Shares are purchased.

THE SHAREHOLDERS SHOULD NOTE THAT THE FINANCIAL EFFECTS SET OUT ABOVE ARE FOR ILLUSTRATION PURPOSES ONLY (BASED ON THE AFOREMENTIONED ASSUMPTIONS AND THE MOST RECENTLY AUDITED FINANCIAL STATEMENTS OF THE COMPANY).

7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the controlling shareholders (as defined in the Listing Rules) of the Company, namely 同方股份有限公司 (Tsinghua Tongfang Co., Ltd*) and Resuccess Investments Limited (the "**Controlling Shareholders**"), together exercise and/or control the exercise of approximately 35.45% voting rights in the general meeting of the Company.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the direct and indirect shareholding of the Controlling Shareholders in the Company would increase to approximately 39.39% of the issued share capital of the Company. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

9. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Associates has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Singapore and the regulations set out in the Articles.

No Connected Person of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company nor has any such Connected Person undertaken not to sell any Shares held by him/her to the Company in the event that the Repurchase Mandate is granted.

1. LIST OF CANDIDATES

The biographical details of the Directors eligible for re-election at the Annual General Meeting are set out below:

Mr. Zhao Xiaobo (趙曉波), aged 42, is an executive Director and chief executive officer of the Company, responsible for overall strategic planning and general management of the Group. He joined the Group in May 2005 and was appointed as a Director on 26 May 2005 and was re-designated as an executive Director on 12 April 2011. Apart from being the general manager of Technovator Beijing, Mr. Zhao is also an assistant to the president of Tongfang and a general manager of “Digital City” Division of Tsinghua Tongfang Co., Ltd (同方股份有限公司, formerly known as Tsinghua Tongfang Company Limited (清華同方股份有限公司)) (“Tongfang”). Mr. Zhao received his Bachelor’s degree in Thermal Engineering from Tsinghua University in 1993 and Executive Master of Business Administration from Tsinghua University in 2005. Mr. Zhao was qualified as professor and researcher level senior engineer (教授研究員級高級工程師) by the Human Resource and Social Security Department of Liaoning Province (遼寧省人力資源和社會保障廳) in 2009 and was appointed as the vice-chairman of Intelligent Building Branch of China Construction Industry Association (中國建築業協會智能建築分會) in April 2010.

Mr. Zhao joined the Beijing Tsinghua Artificial Environmental Engineering Co. Ltd. (清華人工環境工程公司) in 1993 and worked in various departments related to environmental protection, responsible for research and development, business strategies, and planning. He had participated in many “intelligent building” projects, such as projects with the Beijing Hotel in the PRC and the Tehran Metro in Tehran, Iran. Mr. Zhao and such projects that he was involved in received various awards including the building low-carbon technology innovation award issued by Ministry of Science and Technology of the PRC (中華人民共和國科學技術部).

Mr. Zhao has entered into a service contract with the Company for an initial term of 1 year commencing from 27 October 2011 and will continue thereafter until terminated by not less than three month’s notice in writing served by either party on the other. Mr. Zhao’s emoluments recorded in the year ended 31 December 2011 was approximately US\$199,000, including salaries, allowances and benefits in-kinds and share-based payments, with reference to his experience and qualification. Save as disclosed above, Mr. Zhao did not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

As at the Latest Practicable Date, Mr. Zhao has an interest of 12,120,000 Shares which are subject to the exercise of options granted on 12 August 2009 under the Technovator Employee Share Option Scheme 2009 adopted by the Company on 11 August 2009. Save as aforementioned, Mr. Zhao was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Seah Han Leong (謝漢良), aged 48, is a founder, an executive Director and chief operating officer of the Company, is responsible for the day-to-day operations and general management of the Group. He was appointed as a Director on 25 May 2005 and was re-designated as an executive Director on 12 April 2011. Mr. Seah received a certificate for attending the INSEAD-T.A.C. Management Development Program from INSEAD Fontainebleau, France in 2003 and Technician Diploma in Electronics and Communication Engineering from Singapore Polytechnic in 1984.

Prior to founding the Company, Mr. Seah joined Honeywell Southeast Asia in 1990 and worked in various sales management positions covering different countries. In 1994, he was transferred to Honeywell China Inc. and his last position with Honeywell was the sales manager covering the Greater China market. He was also the managing director of TAC Controls Asia Pte Ltd from 1998 to 2005. Mr. Seah was recognized as the key personnel of the Asia Pacific management team of TAC Controls Asia Pte Ltd. He received various awards including Winners Club Award by Honeywell Asia Pacific Inc. and President's Club Award by Honeywell Inc.

Mr. Seah has entered into a service contract with the Company for an initial term of 1 year commencing from 27 October 2011 and will continue thereafter until terminated by not less than three month's notice in writing served by either party on the other. Mr. Seah's emoluments recorded in the year ended 31 December 2011 was approximately US\$254,000 including salaries, allowances and benefits in-kinds, retirement scheme contributions and share-based payments, with reference to his experience and qualification. Save as disclosed above, Mr. Seah did not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

As at the Latest Practicable Date, Mr. Seah was deemed to be interested, within the meaning of Part XV of the SFO, in (i) 36,000,000 Shares held by Diamond Standard Ltd by virtue of Diamond Standard Ltd being controlled by Mr. Seah, representing approximately 7.42% of the issued shares of the Company; and (ii) 8,000,000 Shares held by M2M Holdings Ltd by virtue of M2M Holdings Ltd being controlled by Mr. Seah, representing approximately 1.65% of the issued shares of the Company. Mr. Seah was also beneficially interested in 4,000,000 Shares, representing approximately 0.83% of the issued shares of the Company and has an interest of 12,120,000 Shares which are subject to the exercise of options granted on 12 August 2009 under the Technovator Employee Share Option Scheme 2009 adopted by the Company on 11 August 2009. Save as aforementioned, Mr. Seah was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Ng Koon Siong (黃坤商), aged 47, was appointed as a Director on 1 January 2011 and was re-designated as a non-executive Director on 12 April 2011. Mr. Ng was also a Director from 1 February 2008 to 4 March 2010 appointed by Zana as its representative on the Board and was replaced by Mr. Chan Hock Eng from 5 March 2010 to 31 December 2010 in accordance with the internal policy of Zana. Mr. Ng received his Bachelor of accountancy degree from the National University of Singapore in June 1989.

Mr. Ng had over 10 years of experience in Asian private equity and venture capital, corporate banking and finance. Prior to joining the Group, he was the senior vice president at GIC Special Investments Pte Ltd and investment manager at Seavi Venture Services Pte. Ltd.

Mr. Ng has entered into a service contract with the Company for an initial term of 1 year commencing from 27 October 2011 and will continue thereafter until terminated by not less than three month's notice in writing served by either party on the other. Mr. Ng's emoluments recorded in the year ended 31 December 2011 was nil. Save as disclosed above, Mr. Ng did not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

As at the Latest Practicable Date, Mr. Ng was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the above Directors have any information which is required to be disclosed under Rules 13.51(2)(h)-(v) of the Listing Rules and there are no other matters relating to the re-election of the above Directors that need to be brought to the attention of the Shareholders.

2. NOMINATIONS BY SHAREHOLDERS

Shareholders are invited to elect up to 3 Directors at the AGM to fill the vacancies available following the retirement of Mr. Zhao Xiaobo, Mr. Seah Han Leong and Mr. Ng Koon Siong. According to Section 104 of the Articles, all Directors, except for managing or joint managing Director (or an equivalent office), shall retire from office at least once every three years.

Section 107 of the Articles provides that no person, other than a Director retiring at the meeting of the Company and who is recommended by the Directors for re-election, shall be eligible for appointment as a Director at any general meeting, unless not less than 11 clear days before the day appointed for the meeting there shall have been left at the registered office of the Company notice in writing signed by some Shareholder duly qualified to attend and vote at the meeting for which such notice is given of his/her intention to propose such person for election and also notice in writing duly signed by the nominee giving his/her consent to the nomination and signifying his/her candidature for the office or the intention of such Shareholder to propose him/her, provided that the period for lodgment of such notice shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting. Provided that in the case of a person recommended by the Directors for election 9 clear days' notice only shall be necessary and notice of each and every candidate for election shall be served on all Shareholders at least 7 clear days prior to the meeting at which the election is to take place.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served on the registered office of the Company, namely (i) his/her notice of intention to propose a candidate for election; and (ii) a notice executed by the nominated candidate giving his/her consent to the nomination and signifying his/her candidature for the office or the intention of such Shareholder to propose him/her together with (A) that candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out in the below heading "Required information of the candidate(s) nominated by Shareholders", and (B) the candidate's written consent to the publication of his/her personal data.

In order to ensure Shareholders have sufficient time to receive and consider the information of the nominated candidate(s), Shareholders are urged to submit their proposals as early as practicable, **preferably before 5:00 pm on Wednesday, 2 May 2012** so that an announcement can be issued on or about **Wednesday, 2 May 2012** and a supplemental circular containing information of the candidate(s) proposed by Shareholders can be despatched to Shareholders as soon as practicable on or about Thursday, 3 May 2012.

Required information of the candidate(s) nominated by Shareholders

In order to enable Shareholders to make an informed decision on their election of Directors, in addition to the above described notice of intention to propose a candidate for election by a Shareholder, the Shareholder or the nominated candidate should provide the following information:

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Group (if any);
- (c) experience including (i) other directorships held in the past 3 years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in Shares within the meaning of Part XV of the SFO, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (i) contact details.

The Shareholder proposing the candidate will be required to read out aloud the proposed resolution, as set out under "Resolutions and Voting" below, at the AGM.

3. RESOLUTIONS AND VOTING

According to the note to code provision E1.1 of the Appendix 14 to the Listing Rules and Section 150 of the Singapore Companies Act, there must be a separate resolution for nomination of persons as directors.

There will be 3 Director vacancies to be filled at the AGM following the retirement of Mr. Zhao Xiaobo, Mr. Seah Han Leong and Mr. Ng Koon Siong. If there are more than 3 candidates standing for election at the AGM, each resolution proposing that a candidate be appointed as a Director will provide for a method to determine which 3 candidates shall be elected as Directors as follows:

“THAT subject to the number of net votes cast in relation to this resolution (net votes being votes cast in favour minus votes cast against this resolution) being among the 3 highest number of net votes cast on each of the resolutions for the appointment of a person as a director of the Company at the AGM to be held on 18 May 2012 or on the date of its adjournment (where applicable), [name of candidate] be and is hereby appointed as a director of the Company with effect from the conclusion of the AGM held on 18 May 2012, provided that if any 3 or more of such resolutions record the same number of net votes (the “Tied Resolutions”), the ranking of the Tied Resolutions from highest to lowest number of net votes shall be determined by the drawing of lots by the chairman of the meeting.”

If a resolution is passed (i.e, it has been carried by the majority of the votes cast on it), the candidate who is the subject of that resolution will be eligible to be elected a Director. On the other hand, if a resolution is not passed, the candidate who is the subject of that resolution will not be eligible to be elected a Director. If there are less than 3 resolutions passed by the majority of the votes cast, the Board may, pursuant to Section 108 of the Articles, appoint any person to fill the relevant vacancy or vacancies (as the case may be).

Assuming a resolution is passed by the majority of the votes cast on it, the candidate who is the subject of that resolution will be elected to one of the 3 positions on the Board if the net votes cast in favour of his/her resolution is among within the top 3 resolutions passed in terms of net votes cast. Net votes cast are calculated by taking the votes cast in favour of a resolution and subtracting the votes cast against that resolution. In the event there is a tie in the net votes for 3 or more resolutions, the ranking of the Tied Resolutions from highest to lowest number of net votes cast shall be determined by the drawing of lots by the chairman of the meeting.

Therefore, if you wish to support a particular candidate, you should vote in favour of his/her resolution. If you do not wish to support a candidate, you may vote against his/ her resolution or abstain from voting. If you abstain from voting, you should note that your votes will not be counted when calculating the net votes cast in respect of the resolution for such candidate that you do not wish to support.

NOTICE OF THE ANNUAL GENERAL MEETING



TECHNOVATOR INTERNATIONAL LIMITED

科諾威德國際有限公司

(incorporated in Singapore with limited liability)

(Stock Code: 1206)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Technovator International Limited (the "Company") will be held at Unit 2402, 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong at 9:30 a.m. on 18 May 2012 to consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2011;
2. to re-elect Mr. Zhao Xiaobo as director of the Company;
3. to re-elect Mr. Seah Han Leong as director of the Company;
4. to re-elect Mr. Ng Koon Siong as director of the Company;
5. to authorise the board of directors of the Company to fix the remuneration of the Company's directors;
6. to re-appoint KPMG as the Company's auditors and to authorise the board of directors of the Company to fix their remuneration;

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification);

7. **"THAT:**
 - (a) subject to paragraph (c) below, pursuant to The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (each, a "Share") in the capital of the Company and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements or options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options and otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

- (i) 20 per cent, of the total number of Shares of the Company in issue as at the date of the passing of this resolution; and
- (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent, of the total number of Shares of the Company in issue as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Singapore to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

NOTICE OF THE ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of; or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

8. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase (or agree to repurchase) shares (each, a “**Share**”) in the capital of the Company on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Singapore Companies Act, and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 percent, of the total number of Shares the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Singapore to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

NOTICE OF THE ANNUAL GENERAL MEETING

9. “**THAT** conditional on the passing of resolutions numbered 7 and 8 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 7 above be and is hereby extended by the addition to the aggregate number of which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares of the Company repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 8 above.”

By Order of the Board
Technovator International Limited
Lu Zhicheng
Chairman

Hong Kong, 17 April 2012

As at the date of this announcement, the executive directors of the Company are Mr. Zhao Xiaobo and Mr. Seah Han Leong; the non-executive directors are Mr. Lu Zhicheng, Dr. Li Jisheng, Mr. Liu Tianmin, Mr. Ng Koon Siong and Ms. Shi Shanshan and the independent non-executive directors are Mr. Fan Ren Da Anthony, Mr. Chia Yew Boon and Ms. Chen Hua.

Registered office:

66 Tannery Lane
#04-10/10A
Sindo Industrial Building
Singapore 347805

Principal place of business in Hong Kong:

43rd Floor, Gloucester Tower
The Landmark, 15 Queen’s Road Central
Hong Kong

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the above meeting or any adjournment thereof.

NOTICE OF THE ANNUAL GENERAL MEETING

3. In order to determine the entitlement to attend and vote at the annual general meeting (“AGM”), the transfer books and register of members of the Company will be closed from Wednesday, 16 May 2012 to Friday, 18 May 2012, both days inclusive, during which period no transfer of shares in the Company will be effected. In order to be eligible to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 15 May 2012.
4. There will be 3 Director vacancies to be filled at the above meeting following the retirement of Mr. Zhao Xiaobo, Mr. Seah Han Leong and Mr. Ng Koon Siong. If a shareholder of the Company wishes to nominate a person to stand for election as a Director, (i) his/her notice of intention to propose a resolution at the above annual general meeting; and (ii) a notice executed by the nominated candidate of his/her willingness to be appointed together with (i) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Listing Rules, and (ii) the candidate’s written consent to the publication of his/her personal data, have to be validly served on the registered office of the Company, as early as practicable, preferably before 5:00 pm on Tuesday, 2 May 2012. Further details are set out in Appendix II to the circular dated 17 April 2012.
5. In relation to proposed resolutions numbered 7 and 9 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules.
6. In relation to proposed resolution numbered 8 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of which this notice of the annual general meeting forms part.
7. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting 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 in respect of the joint holding.
8. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.