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TECHNOVATOR INTERNATIONAL LIMITED

同方泰德國際科技有限公司*

(incorporated in Singapore with limited liability)

(Stock Code: 1206)

ANNOUNCEMENT IN RELATION TO

(A) DISPATCH OF CIRCULAR

IN RESPECT OF

(I) MAJOR AND CONNECTED TRANSACTION;

(II) PROPOSED GRANT OF SPECIFIC MANDATE TO ISSUE SHARES;

(III) APPLICATION FOR WHITEWASH WAIVER;

(IV) CONTINUING CONNECTED TRANSACTIONS; AND

(V) NOTICE OF EXTRAORDINARY GENERAL MEETING;

(B) AUDITED FINANCIAL INFORMATION OF THE TARGET GROUP, TFRH INVESTMENTS GROUP AND EXCEL PERFECT; AND

(C) THE SINGAPORE CODE WAIVER

DISPATCH OF THE CIRCULAR

The Circular containing, among other things, (i) further information of the Acquisition; (ii) a letter of recommendation from the Connected Transactions IBC to the Independent Shareholders in respect of the Acquisition, the Specific Mandate and the Procurement Agreement (and the proposed Annual Caps); (iii) a letter of recommendation from the Whitewash Waiver IBC to the Independent Shareholders in respect of the Whitewash Waiver; (iv) a letter of advice from Quam Capital Limited (as the Independent Financial Adviser) to the Connected Transactions IBC, the Whitewash Waiver IBC and the Independent Shareholders in respect of the Sale and Purchase Agreement and all transactions contemplated thereunder (including the issue and allotment of the Consideration Shares under the Specific Mandate) and the Procurement Agreement (and the proposed Annual Caps) and the Whitewash Waiver; (v) audited financial information of the Target Group, TFRH Investments Group and Excel Perfect; (vi) a notice convening the EGM and (vii) other information as required under the Listing Rules and the Takeovers Code has been dispatched to the Shareholders on 24 June 2014.

* *For identification purposes only*

AUDITED FINANCIAL INFORMATION OF THE TARGET GROUP, TFRH INVESTMENTS GROUP AND EXCEL PERFECT

As mentioned in the Announcement, as the disclosure of the unaudited Required Financial Information under Rules 14.58(6) and 14.58(7) would constitute profit forecasts within the meaning of Rule 10 of the HK Takeovers Code and would need to be examined and reported on by the auditor and the financial adviser of the Company prior to its release, an application for waiver has been made to the Stock Exchange for such waiver on the grounds that (i) it would be unduly burdensome and costly for the Company to have to perform the additional procedures on the unaudited Required Financial Information for the purpose of disclosure in the Announcement; and (ii) it would not be in the interest of the general public investors and the Shareholders to withhold the release of the Announcement until the unaudited Required Financial Information has been examined and reported on by the auditor and the financial adviser of the Company, especially given that the audited Required Financial Information will be ready and disclosed in the Circular. The waiver was granted by the Stock Exchange and the relevant audited financial information of the Target Group, TFRH Investments Group and Excel Perfect is included in the Circular and is disclosed in this announcement.

THE SINGAPORE CODE WAIVER

An application was made by the Company to the SIC for the Singapore Code Waiver. On 20 May 2014, the SIC granted the Singapore Code Waiver subject to (a) the HK Takeovers Code continuing to apply to the Company and (b) the Company announcing the SIC's grant of the Singapore Code Waiver.

Reference is made to the announcement of Technovator International Limited dated 30 April 2014 (the "**Announcement**") in relation to, among other things, the Acquisition, the Specific Mandate, the Procurement Agreement and the Whitewash Waivers. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise specified.

DISPATCH OF THE CIRCULAR

A circular (the "**Circular**") containing, among other things, (i) further information of the Acquisition; (ii) a letter of recommendation from the Connected Transactions IBC to the Independent Shareholders in respect of the Acquisition, the Specific Mandate and the Procurement Agreement (and the proposed Annual Caps); (iii) a letter of recommendation from the Whitewash Waiver IBC to the Independent Shareholders in respect of the Whitewash Waiver; (iv) a letter of advice from Quam Capital Limited (as the Independent Financial Adviser) to the Connected Transactions IBC, the Whitewash Waiver IBC and the Independent Shareholders in respect of the Sale and Purchase Agreement and all transactions contemplated thereunder (including the issue and allotment of the Consideration Shares under the Specific Mandate) and the Procurement Agreement (and the proposed Annual Caps) and the Whitewash Waiver; (v) audited financial information of the Target Group, TFRH Investments and its subsidiaries ("**TFRH Investments Group**") and Excel Perfect; (vi) a notice convening the EGM and (vii) other information as required under the Listing Rules and the Takeovers Code has been dispatched to the Shareholders on 24 June 2014.

AUDITED FINANCIAL INFORMATION OF THE TARGET GROUP, TFRH INVESTMENTS GROUP AND EXCEL PERFECT

As mentioned in the Announcement, as the disclosure of the unaudited Required Financial Information under Rules 14.58(6) and 14.58(7) would constitute profit forecasts within the meaning of Rule 10 of the HK Takeovers Code and would need to be examined and reported on by the auditor and the financial adviser of the Company prior to its release, an application for waiver has been made to the Stock Exchange for such waiver on the grounds that (i) it would be unduly burdensome and costly for the Company to have to perform the additional procedures on the unaudited Required Financial Information for the purpose of disclosure in the Announcement; and (ii) it would not be in the interest of the general public investors and the Shareholders to withhold the release of the Announcement until the unaudited Required Financial Information has been examined and reported on by the auditor and the financial adviser of the Company, especially given that the audited Required Financial Information will be ready and disclosed in the Circular. The Stock Exchange granted the waiver to the Company on 30 April 2014, subject to the following conditions: (i) a further announcement containing the information required under Rules 14.58(6) and 14.58(7) of the Listing Rules being made at the time of dispatch of the Circular; and (ii) the information required under Rules 14.58(6) and 14.58(7) of the Listing Rules being included in the Circular. The relevant audited financial information of the Target Group, TFRH Investments Group and Excel Perfect is included in the Circular and is disclosed below.

Set out below is a summary of the audited combined financial information of the Target Group for the years ended 31 December 2011, 2012 and 2013 prepared in accordance with the Hong Kong Financial Reporting Standards:

	For the year ended 31 December		
	2011	2012	2013
	<i>(approximately</i>	<i>(approximately</i>	<i>(approximately</i>
	<i>RMB'000)</i>	<i>RMB'000)</i>	<i>RMB'000)</i>
Turnover	–	50,522	110,601
Net profit/(loss) before tax	(455)	2,198	(15,826)
Net profit/(loss) after tax	(372)	1,324	(12,562)
	As at 31 December		
	2011	2012	2013
	<i>(approximately</i>	<i>(approximately</i>	<i>(approximately</i>
	<i>RMB'000)</i>	<i>RMB'000)</i>	<i>RMB'000)</i>
Current assets	54,549	138,068	241,632
Current liabilities	7,072	98,198	306,081
Net current assets/(liabilities)	47,477	39,870	(64,449)
Total assets	83,600	301,330	541,940
Total liabilities	33,972	250,378	478,008
Net assets	49,628	50,952	63,932

Shareholders are advised to read the above information in conjunction with the accountants' report and other financial information of the Target Group as set out in Appendix IIA to the Circular.

The Directors noted the loss-making track record of the Target Group for the financial year ended 31 December 2013 and the net current liabilities position as at 31 December 2013. As the Directors understand from the management of the Target Group, the losses recorded in the period and the net current liabilities position were mainly due to the fact that the Target Group was still in its start-up stage of its EMC business which requires significant set-up and investment costs for each new project. For details of the Acquisition, please refer to the Circular.

Set out below is a summary of the audited combined financial information of TFRH Investments Group for the years ended 31 December 2011, 2012 and 2013 prepared under Hong Kong Financial Report Standards:

	For the year ended 31 December		
	2011 <i>(approximately RMB'000)</i>	2012 <i>(approximately RMB'000)</i>	2013 <i>(approximately RMB'000)</i>
Turnover	–	50,522	110,601
Net profit/(loss) before tax	(455)	2,198	(15,892)
Net profit/(loss) after tax	(372)	1,324	(12,628)
Attributable to:			
Equity shareholder of TFRH Investments Group	(372)	1,324	(9,458)
Non-controlling interests	–	–	(3,170)
	As at 31 December		
	2011 <i>(approximately RMB'000)</i>	2012 <i>(approximately RMB'000)</i>	2013 <i>(approximately RMB'000)</i>
Current assets	54,549	138,068	241,496
Current liabilities	7,072	98,198	306,081
Net current assets/(liabilities)	47,477	39,870	(64,585)
Total assets	83,600	301,330	541,804
Total liabilities	33,972	250,378	478,008
Total equity	49,628	50,952	63,796
Attributable to:			
Equity shareholder of TFRH Investments Group	49,628	50,952	43,997
Non-controlling interests	–	–	19,799

Shareholders are advised to read the above information in conjunction with the accountants' report and other financial information of the TFRH Investments Group as set out in Appendix IIB to the Circular.

Set out below is a summary of the audited financial information of Excel Perfect for the year ended 31 December 2013 prepared under Hong Kong Financial Report Standards:

	Period from 28 February 2013 (date of incorporation) to 31 December 2013 HKD'000
Loss before taxation	(3,155)
Loss and total comprehensive income for the period	(3,155)
	As at 31 December 2013 HKD'000
Current assets	173
Total assets	20,835
Net assets	20,835

Of the loss for the period of approximately HK\$3.2 million, approximately HK\$3.1 million is related to the sharing of loss of an associate as a result of Excel Perfect's investment in 25% of equity interest in the Target Company. Of the net assets of approximately HK\$20.8 million, approximately HK\$20.7 million is related to its investment in the 25% of equity interest in the Target Company. Shareholders are advised to read the above information in conjunction with the accountants' report and other financial information of Excel Perfect as set out in Appendix IIC to the Circular.

The Independent Shareholders are advised to read the Circular carefully, including the letters from the Connected Transactions IBC and the Whitewash Waiver IBC, and the letter from Quam Capital Limited, before deciding on their voting on the resolutions to be proposed at the EGM.

As Completion is subject to the satisfaction (or waiver, where applicable) of the conditions precedent under the Sale and Purchase Agreement, the Acquisition may or may not be completed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

THE SINGAPORE CODE WAIVER

As the Company is a Singapore-incorporated public company with a primary listing on the Stock Exchange, the Singapore Takeovers Code would apply to the Company. An application was made by the Company to the Securities Industry Council of Singapore (“SIC”) for a waiver in respect of the application of the Singapore Takeovers Code to the Company (the “**Singapore Code Waiver**”). On 20 May 2014, the SIC granted the Singapore Code Waiver subject to (a) the HK Takeovers Code continuing to apply to the Company and (b) the Company announcing the SIC’s grant of the Singapore Code Waiver. The announcement of the Singapore Code Waiver made herein is made in compliance with condition (b) mentioned above. The SIC further stated in its letter dated 20 May 2014 that in the event that the Company seeks a listing in Singapore, the Company should consult the SIC on the application of the Singapore Takeovers Code beforehand.

By order of the Board
Technovator International Limited
Lu Zhicheng
Chairman

Beijing, 24 June 2014

As at the date of this announcement, the Board comprises Mr. Zhao Xiaobo and Mr. Seah Han Leong as executive Directors; Mr. Lu Zhicheng, Mr. Fan Xin, Mr. Ng Koon Siong and Mr. Liu Tianmin as non-executive Directors; Mr. Fan Ren Da Anthony, Mr. Chia Yew Boon and Ms. Chen Hua as independent non-executive Directors.

All the Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.