

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, 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 and the accompany form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

### **PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME**

A notice convening the extraordinary general meeting ("EGM") of the Company to be held on Monday, 14 July 2014 at 11:00 a.m. at 10/F, United Centre, 95 Queensway, Hong Kong, is set out on pages 8 to 9 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed herein.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy for use at the EGM in accordance with the instructions printed thereon and return the same to the Company's Hong Kong 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 less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so wish.

\* For identification purpose only

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## DEFINITIONS

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

“Board”	the board of Directors
“Company”	Technovator International Limited, a limited liability company incorporated in Singapore on 25 May 2005 and the issued securities of which are listed on the Stock Exchange
“Directors(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the Proposed Refreshment
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 June 2014, being the latest practicable date prior to the printing of this circular for purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Proposed Refreshment”	the proposed refreshment of the Scheme Mandate Limit so that the Company may grant new options to subscribe for new Shares representing in aggregate up to 10% of its issued share capital as at the date of the EGM
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Group which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme, which may be refreshed pursuant to the rules of the Share Option Scheme but shall not exceed 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders

## DEFINITIONS

“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	holders of Share(s)
“Share Option Scheme”	the share option scheme currently in force and adopted by the Company on 18 May 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent



**TECHNOVATOR INTERNATIONAL LIMITED**

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*Executive Directors*

Mr. Zhao Xiaobo

Mr. Seah Han Leong

*Non-executive Directors*

Mr. Lu Zhicheng

Mr. Liu Tianmin

Mr. Ng Koon Siong

Mr. Fan Xin

*Independent Non-executive Directors*

Mr. Fan Ren Da Anthony

Mr. Chia Yew Boon

Ms. Chen Hua

*Registered Office*

66 Tannery Lane

#04-10/10A

Sindo Industrial Building

Singapore 347805

*Principal place of business in Hong Kong*

Unit 1602-03, Tower 1

China HK City

33 Canton Road

Tsim Sha Tsui, Kowloon

Hong Kong

24 June 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT  
OF THE SHARE OPTION SCHEME**

**INTRODUCTION**

The purpose of this circular is to provide you with (i) details of the proposed refreshment of the Scheme Mandate Limit of the Share Option Scheme; and (ii) the notice convening the EGM.

\* For identification purpose only

## LETTER FROM THE BOARD

### PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

#### Background of the Scheme Mandate Limit and Reason for the Proposed Refreshment

The Share Option Scheme was approved and adopted by the Shareholders at an extraordinary general meeting of the Company held on 18 May 2012. Upon the adoption, the Scheme Mandate Limit of the Share Option Scheme was 48,520,000 (the “**Previous Scheme Mandate Limit I**”). Such Scheme Mandate limited was refreshed to 52,152,000 Shares (the “**Previous Scheme Mandate Limit II**”) on 19 August 2013. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

As at the Latest Practicable Date, the Scheme Mandate Limit was 52,152,000 Shares and options carrying the right to subscribe for 52,100,000 Shares have been granted pursuant to the Share Option Scheme since its adoption. Unless the Scheme Mandate Limit is refreshed, only up to 52,000 Shares, representing approximately 0.099% of the Scheme Mandate Limit, may be issued pursuant to the grant of further options under the Share Option Scheme. Given that over 99.9% of the Scheme Mandate Limit has been utilised as at the Latest Practicable Date, the Board considers that it is in the interests of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit so that the Share Option Scheme may continue to serve its intended purpose for the benefit of the Group.

#### Rules of the Share Option Scheme on Scheme Mandate Limit

Pursuant to the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Group shall not exceed 10% of the Shares in issue as at the date of approval and adoption of the Share Option Scheme.

The Company may at any time as the Board may think fit seek approval from the Shareholders to refresh the Scheme Mandate Limit, save that the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Company shall not exceed 10% of the Shares in issue as at the date of approval by the Shareholders in general meeting where the Scheme Mandate Limit is refreshed. Options previously granted under the Share Option Scheme and any other schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other schemes of the Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

The total number of Shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of Shares in issue. Where any further grant of options to a participant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further

## LETTER FROM THE BOARD

grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by shareholders of the Company in general meeting with such participant and his associates abstaining from voting.

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other options granted and yet to be exercised under any other scheme shall not exceed 30% of the Shares in issue from time to time. No options may be granted under the Share Option Scheme and any other share option scheme of the Company if this will result in such 30% limit being exceeded.

### **Proposed Refreshment**

If the Proposed Refreshment is approved at the EGM, based on the 521,520,000 Shares in issue as at the Latest Practicable Date and assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the EGM, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company will be 52,152,000 Shares, being 10% of the Shares in issue as at the EGM date.

On 23 July 2012, the Company granted a total of 48,500,000 options to subscribe for a total of 48,500,000 Shares under the Previous Scheme Mandate Limit I. None of these options granted were exercised, cancelled or lapsed as at the Latest Practicable Date.

On 5 September 2013, the Company granted a total of 52,100,000 options to subscribe for a total of 52,152,000 Shares under the Previous Scheme Mandate Limit II. None of these options granted were exercised, cancelled or lapsed as at the Latest Practicable Date.

As at the Latest Practicable Date, there were a total of 100,600,000 outstanding share options granted under the Share Option Scheme.

On the basis of 521,520,000 Shares in issue as at the Latest Practicable Date, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Proposed Refreshment (i.e. 52,152,000 Shares) together with all outstanding options granted and yet to be exercised as at the Latest Practicable Date (i.e. 100,600,000 Shares) amounts to an aggregate of 152,752,000 Shares, representing approximately 29.29% of the Shares in issue at the Latest Practicable Date and is within the 30% limit in issue from time to time as required under Share Option Scheme and Chapter 17 of the Listing Rules.

### **Conditions of the Proposed Refreshment**

The Proposed Refreshment is conditional upon:

- (a) the Shareholders passing the relevant resolution at the EGM to approve the Proposed Refreshment; and

## LETTER FROM THE BOARD

- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options that may be granted pursuant to the Share Option Scheme under the Proposed Refreshment not exceeding 10% of the number of Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders.

### **Application for listing**

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares representing 10% of the issued share capital of the Company as at the date of the EGM, being 52,152,000 Shares, which may be issued pursuant to the exercise of the options granted under the Proposed Refreshment.

### **EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM is set out on pages 8 to 9 of this circular. The EGM will be convened for the purpose of considering and, if thought fit, passing the resolution to approve the Proposed Refreshment.

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Proposed Refreshment at the EGM.

A form of proxy for use at the EGM is sent to the Shareholders together with this circular. Whether or not the Shareholders are able to attend the EGM, the Shareholders are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for holding of the EGM or adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the EGM or any adjourned meeting thereof should the Shareholders so wish.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors believe that the proposal for refreshment of Scheme Mandate Limit of the Share Option Scheme is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM.

By order of the Board  
**Technovator International Limited**  
**Lu Zhicheng**  
*Chairman*

## NOTICE OF EXTRAORDINARY GENERAL MEETING



### TECHNOVATOR INTERNATIONAL LIMITED

同方泰德國際科技有限公司\*

*(incorporated in Singapore with limited liability)*

**(Stock Code: 1206)**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Meeting**”) of Technovator International Limited (the “**Company**”) will be held on Monday, 14 July 2014 at 11:00 a.m. at 10/F, United Centre, 95 Queensway, Hong Kong, for the purpose of considering and, if thought fit, to pass with or without amendments as an ordinary business the following ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in the Shares to be issued pursuant to the exercise of options which may be granted under the Refreshed Mandate Limit (as defined below), the refreshment of the existing limit in respect of the grant of options to subscribe for Shares under the share option scheme adopted by the Company on 18 May 2012 (the “**Scheme**”) be and is hereby approved provided that the aggregate number of Shares which may be allotted or issued pursuant to the exercise of options to be granted under the Scheme and any other schemes of the Company (excluding options previously granted (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Scheme or such other scheme(s) of the Company)) shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution (the “**Refreshed Mandate Limit**”) and the Directors be and are hereby authorised to grant options under the Scheme up to the Refreshed Mandate Limit, to exercise all powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

By order of the Board  
**Technovator International Limited**  
**Lu Zhicheng**  
*Chairman*

Hong Kong, 24 June 2014

\* *For identification purpose only*

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Principal place of business in Hong Kong:*

Unit 1602-03, Tower 1  
China HK City  
33 Canton Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

*Registered Office:*

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

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

*Notes:*

1. Any member entitled to attend and vote at the 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.
3. 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.
4. 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.
5. Friday, 11 July 2014 has been fixed as the record date (the "Record Date") for determining the entitlement to attend and vote at the Meeting. 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 brand share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on the Record Date.