



# TECHNOVATOR INTERNATIONAL LIMITED

同方泰德國際科技有限公司\*

(incorporated in Singapore with limited liability)

(Stock Code: 1206)

Number of shares to which this proxy form relates	
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## Proxy Form for the Extraordinary General Meeting to be held on Friday, 3 January 2020

I/We <sup>2</sup>, \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of Technovator International Limited (the "Company") HEREBY APPOINT <sup>3</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
or failing him/her, **THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING ("EGM")** of the Company to act as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM to be held at 15th Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong at 10:00 a.m. on Friday, 3 January 2020 and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "✓" in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

Ordinary Resolutions		For <sup>4</sup>	Against <sup>4</sup>
1.	<b>THAT</b> (a) the 2019 Business Arrangements Agreement (as defined in the circular of the Company dated 16 December 2019 (the "Circular")) (including the annual caps for the transactions contemplated thereunder) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and (b) the directors of the Company (the "Directors") be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the 2019 Business Arrangements Agreement, the annual caps and the transactions contemplated thereunder.		
2.	<b>THAT</b> (a) the 2019 Purchase Agreement (as defined in the Circular) (including the annual caps for the transactions contemplated thereunder) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and (b) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the 2019 Purchase Agreement, the annual caps and the transactions contemplated thereunder.		
3.	<b>THAT</b> (a) the 2019 Sales Agreement (as defined in the Circular) (including the annual caps for the transactions contemplated thereunder) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and (b) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the 2019 Sales Agreement, the annual caps and the transactions contemplated thereunder.		
4.	<b>THAT</b> (a) the 2019 Master Agreement (as defined in the Circular) (including the annual caps for the transactions contemplated thereunder) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and (b) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the 2019 Master Agreement, the annual caps and the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_

Shareholder's signature <sup>5</sup>: \_\_\_\_\_

Contact Telephone No.: \_\_\_\_\_

**Notes:**

- If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder appearing in this proxy form.
- Please insert full name(s) and address(es) in **BLOCK CAPITALS as shown in the register of the Company**.
- Please insert the name and address of the proxy. If no name is inserted, the chairman of the meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him/her. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a shareholder of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote(s) in respect of that resolution at his/her discretion or to abstain from voting. **Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- This proxy form must be signed by a shareholder of the Company or its/his/her agent duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
- In order to be valid, this completed proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), must be lodged on Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
- Submission of this proxy form shall not preclude you from attending the meeting or any adjourned meeting thereof and voting in person should you so wish, but the appointment of the proxy will be revoked if you vote in person at the meeting.
- If you have returned a proxy form, you may revoke it by completing and signing a proxy form bearing a later date, and lodging it with Company's Hong Kong share registrar. In order to be valid for voting purposes, this latter proxy form should be received by Company's Hong Kong share registrar not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) ("Closing Time"). If this latter proxy form is lodged with Company's Hong Kong share registrar after the Closing Time, it will be invalid for voting purpose. However, it will revoke any previous proxy form and any vote that may be cast by the purported proxy will not be counted in any poll taken on a proposed resolution.
- In the case of joint registered holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in Company's register of members in respect of the relevant joint holding.
- The Company reserves the right to treat any proxy form which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.
- Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the EGM will be decided by poll at the meeting.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.

\* For identification purposes only