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啟迪國際
TUS INTERNATIONAL

TUS INTERNATIONAL LIMITED

啟迪國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 872)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of the shareholders of TUS International Limited (the “**Company**”) will be held at Executive Boardroom, 20/F, Central Tower, 28 Queen’s Road, Central, Hong Kong at 10:00 a.m. on 14 October 2020 for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as ordinary resolution:

ORDINARY RESOLUTIONS

1. “**THAT**

- a. the equity transfer agreement (the “**Equity Transfer Agreement**”) dated 14 September 2020 entered into between TUS Yunzhi Technology (Beijing) Limited* (啟迪雲智科技(北京)有限公司), a wholly-owned subsidiary of the Company as vendor (the “**Vendor**”), Qingdao YHU Jing Pan Equity Investment Partnership (Limited Partnership)* (青島頤和晶磐股權投資合夥企業(有限合夥)) as purchaser A (the “**Purchaser A**”), Yangzhou Qidi Zhi Wang Investment Centre (Limited Partnership)* (揚州啟迪智網投資中心(有限合夥)) as purchaser B (the “**Purchaser B**”), Suzhou Shui Mu Shi Shang Investment Centre (Limited Partnership)* (蘇州水木時尚投資中心(有限合夥)) as purchaser C (the “**Purchaser C**”), Huang Bing Qian (黃冰倩) as purchaser D (the “**Purchaser D**”), Tianjin Qingyun Intelligent Control Technology Limited*, (天津清雲智控科技

有限公司) as the minority shareholder of the Target Company (the “**Minority Shareholder**”), and TUS Cloud Control (Beijing) Technology Limited (啟迪雲控 (北京) 科技有限公司), (the “**Target Company**”) (a copy of which has been produced to this meeting marked “A” for the purpose of identification) in relation to the proposed disposal of 70% equity interest in the Target Company by the Vendor to the Purchasers and the transaction contemplated thereby (collectively, the “**Disposal**”), the details of which are set out in the circular of the Company dated 25 September 2020 (the “**Circular**”), be and is hereby approved, confirmed and ratified;

- b. any one director of the Company (“**Director(s)**”) or (if affixing of seal is required) any two Directors (or one Director together with the company secretary of the Company) be authorised for and on behalf of the Company, among others, to execute, perfect, deliver (including under seal where applicable) all such other documents and deeds, and to do or authorise doing all such acts, matters and things, as he may in his absolute discretion consider necessary, expedient or desirable to give effect to and implement and/or complete all matters in connection with:
- (i) the Equity Transfer Agreement and the transaction contemplated thereunder, and the closing and implementation thereof;
 - (ii) securing the fulfilment of the conditions precedent of completion of the Disposal; and
 - (iii) the approval of any amendments or variations to the Equity Transfer Agreement, or the granting of waivers of any matters contemplated thereby that are, in the Director’s opinion, not fundamental to the transaction contemplated thereby and are in the best interests of the Company, including without limitation the signing (under the common seal of the Company where required or expedient) of any supplemental or ancillary agreements and instruments and the giving of any undertakings and confirmations for any such purposes.”

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

Hong Kong, 25 September 2020

Registered Office:

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Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in the PRC:*

14-17/F, Block A,
Tsinghua University
Science Park Innovation Plaza
Beijing, PRC

*Principal place of
business in Hong Kong:*

Room 707-711, 7/F,
TusPark Workhub,
118 Wai Yip Street, Kwun Tong
Hong Kong

Notes:

1. In view of the outbreak of the coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement certain measures at the Meeting, details of which are set out in the section headed “Precautionary Measures for the EGM” on cover page of the Circular, to safeguard the health and safety of the attending shareholders of the Company, staff and other stakeholders.

The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the Meeting.

2. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 10:00 a.m., 12 October 2020 (i.e. not less than 48 hours before the time appointed for the Meeting (or any adjournment thereof)).
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint holders of any shares, any one of such joint holders may vote either in person or by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the 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.
6. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 8 October 2020.
7. Where there are joint holders of any shares, any one of such joint holders may vote either in person or by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the 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.
8. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) of the Company may attend the Meeting through telephone or video conference or similar electronic means.

As of the date of this notice, the board of directors of the Company comprises Mr. Ma Chi Kong Karl (Chairman) and Mr. Lin Jian who are executive Directors, Mr. Du Peng, Mr. Tsang Ling Biu, Gilbert and Mr. Hu Bo who are non-executive Directors, and Hon. Quat Elizabeth (JP), Dr. Koong Hing Yeung Victor and Mr. Lee Kwok Tung Louis who are independent non-executive Directors.