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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)

SUPPLEMENTAL ANNOUNCEMENT

Reference is made to the annual report of the Company for the year ended 31 December 2022 (the “**Annual Report**”). Unless the context requires otherwise, capitalized terms used herein shall bear the same meanings as defined in the Annual Report.

As disclosed in the announcement of the Company dated 7 December 2015, the Company adopted the share award scheme (the “**Share Award Scheme**”) on 4 December 2015. A summary of the principal terms of the Share Award Scheme is set out as follows:

PURPOSE OF THE SHARE AWARD SCHEME

The purpose of the Share Award Scheme is to recognize the contributions by certain Selected Grantees and to incentivize them to remain with the Group and to motivate them to strive for the future development of the Group, and to attract suitable individuals with experience and ability for further development and expansion of the Group.

PARTICIPANTS OF THE SHARE AWARD SCHEME

Under the rules of the Share Award Scheme, the individuals eligible to be granted award(s) thereunder include the following persons: (a) any Executive, any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of the Group or of an Eligible Entity; and (b) a director or a proposed director (including an independent non-executive director) of any member of the Group or of an Eligible Entity.

* *For identification purposes only*

THE TOTAL NUMBER OF SHARES AVAILABLE FOR ISSUE UNDER THE SHARE AWARD SCHEME AND THE PERCENTAGE OF THE ISSUED SHARES THAT IT REPRESENTS AS AT THE DATE OF THE ANNUAL REPORT

The maximum number of Shares in respect of which awards may be granted pursuant to the Share Award Scheme is 77,772,218, being 10% of the issued share capital of the Company as at the Adoption Date.

The total number of Shares available for issue under the Share Award Scheme is 77,772,218, being 9.94% of the issued shares as at the date of the annual report.

MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

The maximum number of Shares which may be subject to an award or awards to a Selected Grantee at any one time shall not in aggregate exceed 1% of the issued share capital of the Company as at the Adoption Date.

VESTING PERIOD OF AWARDED SHARES

Awarded Shares held by the Trustee upon the Trust and which are referable to a Selected Grantee shall vest to that Selected Grantee in accordance with a vesting schedule determined at the discretion of the Board, provided that the Selected Grantee remains at all times after the Reference Date and on each relevant Vesting Date(s) an Eligible Person. The Board may also, in its absolute discretion, determine the performance, operating and financial targets and other criteria, if any, to be satisfied by the Selected Grantee before the Awarded Shares can vest. For these purposes the Trustee should be informed by the Company for such revision on the Vesting Date and may treat the vesting schedule (which shall show the Awarded Shares prospectively vesting and actually vesting) as conclusive of the matters shown in that schedule and that, in the case of vested entitlements, the Selected Grantee in question remains a Grantee on the applicable Vesting Date (or any earlier deemed date under the terms of the Share Award Scheme).

PAYMENT ON ACCEPTANCE OF AWARD

None.

BASIS OF DETERMINING THE PURCHASE PRICE

None.

THE REMAINING LIFE OF THE SHARE AWARD SCHEME

Subject to any early termination as may be determined by the Board pursuant to the terms of the Share Award Scheme, the Share Award Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date. The remaining life of the Share Award Scheme shall be approximately two and a half years.

OTHER INFORMATION

As at 31 December 2022, to the knowledge of the Company, there was no outstanding Awarded Shares under the Share Award Scheme which have not been vested to the Selected Grantees. The Company did not grant any share awards under the Share Award Scheme since the Adoption Date. The number of awarded shares available for grant under the Share Award Scheme at the beginning and the end of the financial year is 77,772,218 and 77,772,218, respectively.

DEFINITIONS

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

“Adoption Date”	the date on which the Share Award Scheme is approved and adopted by the Board, i.e. 4 December 2015;
“Award”	an award of Shares by the Board to a Selected Grantee;
“Awarded Shares”	in respect of a Selected Grantee, such number of Shares determined by the Board and subscribed for or purchased by the Trustee out of cash arranged to be paid by the Company out of the Company’s funds to the Trustee, pursuant to the terms of the Share Award Scheme, together with in either case any scrip Shares or bonus Shares referable to those Shares;
“Board”	for the purpose of the Scheme, the board of Directors of the Company or a duly authorised committee or person(s) delegated with the power and authority by the board of Directors of the Company to administer the Share Award Scheme;
“Company”	Technovator International Limited, a public company incorporated in Singapore with limited liability and whose Shares are listed on the Stock Exchange (stock code: 1206);
“Director(s)”	the directors of the Company;
“Eligible Entity”	any corporation which is (i) the holding company of the Company; (ii) a subsidiary of the Company; or (iii) a subsidiary of the holding company of the Company. For the purpose of this definition, “subsidiary” shall have the meaning specified in the Companies Act (Cap. 50) of Singapore;

“Eligible Person”	means any of the following persons: (a) any Executive, any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of the Group or of an Eligible Entity; and (b) a director or a proposed director (including an independent non-executive director) of any member of the Group or of an Eligible Entity;
“Executive”	any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of the Group;
“Grantee”	any of the Eligible Person;
“Group”	the Company and its Subsidiaries and “member of the Group” shall be construed accordingly;
“Reference Date”	the date of final approval by the Board of the total number of Shares to be awarded to the Selected Grantees in a single occasion pursuant to the Scheme or the date of an Award by the Trustee pursuant to the Trust Deed;
“Selected Grantee(s)”	Grantee selected by the Board pursuant to the terms of the Share Award Scheme;
“Shares”	ordinary Shares in the capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Trust”	the trust constituted by the Trust Deed;
“Trust Deed”	the trust deed in relation to the Share Award Scheme for the Company entered into between the Company and the Trustee on 4 December 2015 (as restated, supplemented and amended from time to time);
“Trustee”	BOCI-Prudential Trustee Limited, or such other person(s) who for the time being is duly appointed to be the trustee (or trustees) of the Trust; and

“Vesting Date(s)”

the date as determined from time to time by the Board, on which an Award (or part thereof) is to vest in the relevant Selected Grantee pursuant to the terms of the Share Award Scheme.

By order of the Board
Technovator International Limited
Qin Xuzhong
Chairman

Hong Kong, 5 July 2023

As at the date of this announcement, the executive directors of the Company are Mr. Zhao Xiaobo and Mr. Qin Xuzhong; the non-executive directors of the Company are Mr. Liang Wuquan, Mr. Zeng Xuejie and Mr. Zhang Jian; and the independent non-executive directors of the Company are Mr. Chia Yew Boon, Mr. Fan Ren Da Anthony and Ms. Lu Yao.