

Report of the Directors

The directors have the pleasure in presenting their annual report and the audited financial statements for the year ended December 31, 2023.

Principal Activities and Business Review

The Company acts as an investment holding company.

The principal activities of the principal subsidiaries and an associate are set out in Notes 51 and 52 to the consolidated financial statements, respectively.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the “Company Ordinance”), including a fair review of the business and a discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred, and an indication of likely future development in the Group’s business, can be found in the “Chairman’s Statement”, “Chief Executive Officer’s Message”, “Review of Operations”, “Management’s Discussion and Analysis”, “Corporate Governance Report”, and “Financial Summary” sections of this Annual Report, and the “Environmental, Social and Governance Report” (the “ESG Report”), which will be published separately. The above sections and the ESG Report form part of this report.

Results and Appropriations

The results of the Group for the year ended December 31, 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 96.

An interim dividend of HK95.00 cents (approximately US12.23 cents) per share amounting to approximately US\$224,334,000 was paid to the shareholders during the year.

The directors recommend the payment of a final dividend of HK98.00 cents (approximately US12.61 cents) per share to the shareholders on the register of members on May 20, 2024, amounting to approximately US\$231,355,000.

Property, Plant and Equipment

The Group continued to expand its business and during the year spent approximately US\$1,387,000 on moulds and tooling, office equipment, furniture and fixtures for approximately US\$18,859,000 and plant and machinery for approximately US\$28,426,000. Details of these and other movements in the property, plant and equipment of the Group and the Company during the year are set out in Note 16 to the consolidated financial statements.

Share Capital

Details of movements during the year in the share capital of the Company are set out in Note 39 to the consolidated financial statements.

Other than 350,000 shares of the Company purchased on-market by the trustee for satisfying the awarded shares granted under the Company’s share award scheme (details which are set out in the Corporate Governance Report), a total of 500,000 ordinary shares were bought back by the Company during the year at prices ranging from HK\$67.90 to HK\$68.70 per share. The aggregate amount paid by the Company for such buy-backs amounting to US\$4,408,000 was charged to the retained earnings.

The shares bought back were cancelled immediately and accordingly the issued share capital of the Company was reduced correspondingly. The buy-backs of the Company’s shares during the year were effected by the Directors pursuant to the mandate granted by shareholders at the previous annual general meeting of the Company, with a view to benefiting shareholders as a whole by enhancing the net asset value per share and earnings per share of the Company.

Directors

The directors of the Company during the year and up to the date of this report were:

Group Executive Directors:

Mr Horst Julius Pudwill, *Chairman*
Mr Stephan Horst Pudwill, *Vice Chairman*
Mr Joseph Galli Jr, *Chief Executive Officer*
Mr Kin Wah Chan
Mr Chi Chung Chan
Mr Camille Jojo (re-designated from Non-executive Director to Executive Director with effect from December 1, 2023)

Non-executive Director:

Prof Roy Chi Ping Chung GBS BBS JP

Independent Non-executive Directors:

Mr Peter David Sullivan
Mr Johannes-Gerhard Hesse
Mr Robert Hinman Getz
Ms Virginia Davis Wilmerding
Ms Caroline Christina Kracht
Mr Andrew Philip Roberts (appointed with effect from January 1, 2024)

In accordance with Article 107(A) of the Articles, Mr Stephan Horst Pudwill, Prof Roy Chi Ping Chung GBS BBS JP, Mr Peter David Sullivan, Mr Johannes-Gerhard Hesse and Ms Virginia Davis Wilmerding will retire at the forthcoming Annual General Meeting. With the exception of Prof Roy Chi Ping Chung GBS BBS JP who will not stand for re-election, all other retiring Directors, being eligible, will offer themselves for re-election. In accordance with Article 98 of the Articles, Mr Andrew Philip Roberts, who was appointed on January 1, 2024, shall retire at the forthcoming Annual General Meeting and, being eligible, will offer himself for re-election.

No director proposed for re-election at the forthcoming Annual General Meeting has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

Terms of Office of Non-executive Director and Independent Non-executive Directors

The term of office for each of the Non-executive Director and Independent Non-executive Directors is the period up to his/her retirement by rotation in accordance with Article 107(A) of the Articles.

Directors of Subsidiaries

The names of all directors who have served on the boards of the subsidiaries of the Company during the year ended December 31, 2023 and during the period from January 1, 2024 to the date of this Report are available on the Company's website (www.ttigroup.com).

Directors' and Chief Executive's Interests

As at December 31, 2023, the interests and short positions of the directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which have been notified to the Company pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such director or chief executive was taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept under section 352 of the SFO or otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 (formerly known as Appendix 10) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") were as follows:

Name of directors	Capacity/ Nature of interests	Interests in shares (other than pursuant to equity derivatives) ⁽¹⁾	Interests in underlying shares pursuant to equity derivatives ⁽¹⁾	Total interests in shares/ underlying shares	Approximate aggregate percentage of interests
Mr Horst Julius Pudwill	Beneficial owner	146,714,000 ⁽²⁾	805,500	364,439,294	19.87%
	Interests of spouse	760,000	–		
	Interests of controlled corporation	216,159,794 ⁽³⁾	–		
Mr Stephan Horst Pudwill	Beneficial owner	5,234,500 ⁽⁴⁾	6,250,000	45,492,000	2.48%
	Beneficiary of a trust	34,007,500 ⁽⁵⁾	–		
Mr Joseph Galli Jr	Beneficial owner	16,916,000 ⁽⁶⁾	750,000	17,666,000	0.96%
Mr Kin Wah Chan	Beneficial owner	766,000 ⁽⁷⁾	4,950,000	5,716,000	0.31%
Mr Chi Chung Chan	Beneficial owner	1,125,000 ⁽⁸⁾	5,250,000	6,375,000	0.35%
Mr Camille Jojo	Beneficial owner	151,500 ⁽⁹⁾	286,000	437,500	0.02%
Prof Roy Chi Ping Chung GBS BBS JP	Beneficial owner	49,190,948 ⁽¹⁰⁾	486,000	86,751,978	4.73%
	Interests of controlled corporation	37,075,030 ⁽¹¹⁾	–		
Mr Peter David Sullivan	Beneficial owner	532,000 ⁽¹²⁾	139,000	671,000	0.04%
Mr Johannes-Gerhard Hesse	Beneficial owner	35,000 ⁽¹³⁾	471,000	506,000	0.03%
Mr Robert Hinman Getz	Beneficial owner	85,674 ⁽¹⁴⁾	214,000	299,674	0.02%
Ms Virginia Davis Wilmerding	Beneficial owner	25,000 ⁽¹⁵⁾	89,500	114,500	0.01%
Ms Caroline Christina Kracht	Beneficial owner	12,500 ⁽¹⁶⁾	60,000	72,500	less than 0.01%

Directors' and Chief Executive's Interests

(continued)

Notes:

- (1) Interests in shares and underlying shares stated above represent long positions of the Company.

The interests of the directors of the Company in the underlying shares pursuant to equity derivatives, which were held as beneficial owner, represent share options granted to them respectively pursuant to the share option schemes adopted by the Company, details of which are separately disclosed in the section headed "Share Options" below. These share options are physically settled and unlisted.

- (2) These included Mr Horst Julius Pudwill's interests in 125,000 awarded shares which remained unvested under the share award schemes of the Company as of December 31, 2023. Details of Mr Horst Julius Pudwill's awarded shares are set out in the Corporate Governance Report.
- (3) These shares were held by the following companies in which Mr Horst Julius Pudwill has a beneficial interest:

	No. of shares
Sunning Inc.	179,084,764
Cordless Industries Company Limited*	37,075,030
	216,159,794

- (4) These included Mr Stephan Horst Pudwill's interests in 75,000 awarded shares which remained unvested under the share award schemes of the Company as of December 31, 2023. Details of Mr Stephan Horst Pudwill's awarded shares are set out in the Corporate Governance Report.
- (5) These shares were held by a trust of which Mr Stephan Horst Pudwill is one of the beneficiaries.
- (6) These included Mr Joseph Galli Jr's interests in 5,000,000 awarded shares which remained unvested under the share award schemes of the Company as of December 31, 2023 and 4,000,000 awarded shares which agreed but not yet granted to Mr Galli. Details of Mr Joseph Galli Jr's awarded shares are set out in the Corporate Governance Report.
- (7) These included Mr Kin Wah Chan's interests in 75,000 awarded shares which remained unvested under the share award schemes of the Company as of December 31, 2023. Details of Mr Kin Wah Chan's awarded shares are set out in the Corporate Governance Report.
- (8) These included Mr Chi Chung Chan's interests in 75,000 awarded shares which remained unvested under the share award schemes of the Company as of December 31, 2023. Details of Mr Chi Chung Chan's awarded shares are set out in the Corporate Governance Report.

- (9) These included Mr Camille Jojo's interests in 12,500 awarded shares which remained unvested under the share award schemes of the Company as of December 31, 2023. Details of Mr Camille Jojo's awarded shares are set out in the Corporate Governance Report.

- (10) These included Prof Roy Chi Ping Chung GBS BBS JP's interests in 12,500 awarded shares which remained unvested under the share award schemes of the Company as of December 31, 2023. Details of Prof Roy Chi Ping Chung GBS BBS JP's awarded shares are set out in the Corporate Governance Report.

- (11) These shares were held by Cordless Industries Company Limited* in which Prof Roy Chi Ping Chung GBS BBS JP has a beneficial interest.

* Cordless Industries Company Limited is owned as to 70% by Mr Horst Julius Pudwill and as to 30% by Prof Roy Chi Ping Chung GBS BBS JP.

- (12) These included Mr Peter David Sullivan's interests in 12,500 awarded shares which remained unvested under the share award schemes of the Company as of December 31, 2023. Details of Mr Peter David Sullivan's awarded shares are set out in the Corporate Governance Report.

- (13) These included Mr Johannes-Gerhard Hesse's interests in 25,000 awarded shares which remained unvested under the share award schemes of the Company as of December 31, 2023. Details of Mr Johannes-Gerhard Hesse's awarded shares are set out in the Corporate Governance Report.

- (14) These included Mr Robert Hinman Getz's interests in 30,000 awarded shares which remained unvested under the share award schemes of the Company as of December 31, 2023. Details of Mr Robert Hinman Getz's awarded shares are set out in the Corporate Governance Report.

- (15) These included Ms Virginia Davis Wilmerding's interests in 25,000 awarded shares which remained unvested under the share award schemes of the Company as of December 31, 2023. Details of Ms Virginia Davis Wilmerding's awarded shares are set out in the Corporate Governance Report.

- (16) These included Ms Caroline Christina Kracht's interests in 12,500 awarded shares which remained unvested under the share award schemes of the Company as of December 31, 2023. Details of Ms Caroline Christina Kracht's awarded shares are set out in the Corporate Governance Report.

Save as disclosed above, none of the directors and the chief executive of the Company was interested or had any short position in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as at December 31, 2023.

Share Options

Share Option Schemes

The Company has two share option schemes in place - Scheme D and Scheme E. Scheme D was adopted on May 29, 2007 and expired on May 28, 2017, though its provisions shall remain in full force and effect in all other respects. Following the expiry of Scheme D, Scheme E was adopted on May 19, 2017 and subsequently amended and restated on May 12, 2023 (“Scheme E Amendment Date”), and will expire on May 18, 2027.

Both Scheme D and Scheme E are aimed for recognition of the contribution to the development and growth of the Group by the eligible persons. Below are the summary of the principal terms of Scheme D:

The Board of Directors of the Company may grant share options to the following eligible persons (and their wholly owned companies) of the Company, its subsidiaries and any companies in which the Group holds any equity interest, to subscribe for shares in the Company: (i) employees; or (ii) Directors; or (iii) secondees; or (iv) any shareholders of any member of the Group or invested entity or controlling shareholders or any holders of any securities issued by any member of the Group; or (v) business partners; or (vi) suppliers; or (vii) customers; or (viii) advisers of the Group.

Share options granted must be taken up within 21 days of the date of grant, upon payment of consideration to be determined by the Board for the grant thereof. Share options may be exercised at any time, subject to vesting conditions, from the date of grant to the tenth anniversary thereof. The subscription price is set at the highest of: the closing price of the shares on the date of offer of the share option or the average closing price of shares as stated in the daily quotation sheets issued by the Stock Exchange for the five trading days immediately preceding the date of offer.

The maximum number of shares in respect of which share options may be granted under Scheme D is not permitted to exceed 30.0% of the issued share capital of the Company from time to time or 10.0% of the shares in issue as at the adoption date of Scheme D. No person shall be granted an option which exceeds 1.0% of the shares in issue as at the date of offer in any 12-month period up to the date thereof.

Options may be exercised at any time immediately after vesting on each of the first and, depending on the vesting conditions, second and third anniversary of the relevant date of grant of the share option to the tenth anniversary of such date of grant. The exercise price is determined by the Directors of the Company, and will not be less than the higher of (i) the closing price of the Company’s shares on the date of grant; and (ii) the average closing price of the shares for the five business days immediately preceding the date of grant.

In view of the amendments to Chapter 17 of the Listing Rules relating to share schemes of listed issuers effective from January 1, 2023, the scheme rules of Scheme E were amended and restated with effect from May 12, 2023 as below:

The Board may, as its discretion and on such terms as it may think fit, grant such share options to eligible participants as it may in its absolute discretion select in accordance with the terms of Scheme E. Eligible participants include (i) employees; (ii) Directors; (iii) related entity participants and (iv) service providers.

Share options granted must be taken up within 21 days of the date of grant, upon payment of consideration to be determined by the Board for the grant thereof. Share options may be exercised at any time, subject to vesting conditions, from the first date of vesting to the tenth anniversary of the date of grant. The subscription price is set at the highest of: the closing price of the shares on the date of offer of the share option or the average closing price of shares as stated in the daily quotation sheets issued by the Stock Exchange for the five trading days immediately preceding the date of offer.

Share Options (continued)

According to the scheme rules as amended and restated on May 12, 2023, the overall limit on the number of shares under share options from time to time under Scheme E and any other share scheme(s) of the Company shall not, in aggregate, exceed 10.00% of the total issued share capital of the Company as at Scheme E Amendment Date. Within the scheme mandate limit, the total number of shares which may be issued upon exercise of all options to be granted to service providers shall not exceed 1.00% of the total issued share capital of the Company as at Scheme E Amendment Date. Where any grant of share options to a share option grantee under Scheme E would result in shares issued and to be issued in respect of all share options or awarded shares granted to such person (excluding any share options and awarded shares lapsed in accordance with the terms of Scheme E or any other share scheme(s) of the Company) in the 12-month period up to and including the date of such grant representing in aggregate over 1.00% of the total issued share capital of the Company as at Scheme E Amendment Date, such grant of share options must be separately approved by the shareholders in general meeting with such share option grantee and his/her close associates (or his/her associates if the share option grantee is a connected person of the Company) abstaining from voting. Without prejudice to the above, where any grant of share options or awarded shares to a Director (other than an Independent Non-executive Director) or chief executive of the Company, or any of their respective associates would result in the shares issued and to be issued in respect of all share options and awarded shares granted (excluding any share options or awarded shares lapsed in accordance with the terms of Scheme E or any other share scheme(s) of the Company) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.10% of the total issued share capital of the Company as at Scheme E Amendment Date, such grant of share options or awarded shares must be approved by the shareholders in general meeting with such share option grantee, his/her associates and all core connected persons of the Company abstaining from voting at such general meeting. Without prejudice to the above, where any grant of share options or awarded shares to an Independent Non-executive Director or a substantial shareholder of the Company, or any of their respective associates, would result in the shares issued and to be issued in respect of all share options and awarded shares granted (excluding any share options or awarded shares lapsed in accordance with the terms of Scheme E or any other share scheme(s) of the Company) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.10% of the total issued share capital of the Company as at Scheme E Amendment Date, such grant of share options or awarded shares must be approved by the shareholders in general meeting with such share option grantee, his/her associates and all core connected persons of the Company abstaining from voting at such general meeting. The total issued share capital of the Company as at Scheme E Amendment Date was 1,834,797,941 shares.

The Directors or the Remuneration Committee (as the case may be) have the authority to establish performance target and/or clawback mechanism in relation to the granting of share options. The Board is of the view that the flexibility granted to the Directors to specify appropriate conditions, restrictions and/or limitations on a case-by-case basis in their absolute discretion when offering and/or vesting share options to eligible participants could provide a more meaningful and functional means to achieve the purpose of Scheme E (whether as recognition of past contribution or as incentive to motivate, retain or attract suitable talents) in light of the particulars circumstances of each offer of share options. General factors that the Board may take into account for imposing performance targets and clawback mechanisms include, but not limited to the Group's level and the individual's level. The Board or the Remuneration Committee (as the case may be) will carefully assess whether performance targets, if any, are satisfied upon receipt of any notice of exercise of share options from a grantee.

Options may be exercised at any time immediately after each of the first, and depending on the vesting conditions, second and third anniversary of the relevant date of grant of the share option to the tenth anniversary of such date of grant. The exercise price is determined by the Directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; and (ii) the average closing price of the shares for the five business days immediately preceding the date of grant.

The following tables disclose movements in the Company's share options during the year:

Share option holders	Date of share options granted	Share option scheme category	Outstanding at beginning of the year	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at end of the year	Subscription price HK\$	Exercise period
Directors									
Mr Horst Julius Pudwill	22.12.2020	E	23,500	-	-	-	23,500	105.500	22.12.2021 – 21.12.2030 ⁽⁴⁾
	30.12.2021	E	32,000	-	-	-	32,000	154.900	30.12.2022 – 29.12.2031 ⁽⁴⁾
	22.8.2023	E	-	750,000	-	-	750,000	81.050	22.8.2024 – 21.8.2033 ⁽⁵⁾
Mr Stephan Horst Pudwill	20.3.2014	D	750,000	-	-	-	750,000	21.600	20.3.2015 – 19.3.2024 ⁽⁴⁾
	11.9.2015	D	250,000	-	-	-	250,000	29.650	11.9.2016 – 10.9.2025 ⁽⁴⁾
	17.3.2017	D	500,000	-	-	-	500,000	32.100	17.3.2018 – 16.3.2027 ⁽⁴⁾
	14.3.2018	E	250,000	-	-	-	250,000	47.900	14.3.2019 – 13.3.2028 ⁽⁴⁾
	20.5.2019	E	500,000	-	-	-	500,000	51.080	20.5.2020 – 19.5.2029 ⁽⁴⁾
	15.5.2020	E	500,000	-	-	-	500,000	65.250	15.5.2021 – 14.5.2030 ⁽⁷⁾
	22.12.2020	E	2,000,000	-	-	-	2,000,000	105.500	22.12.2021 – 21.12.2030 ⁽⁸⁾
	30.12.2021	E	1,000,000	-	-	-	1,000,000	154.900	30.12.2022 – 29.12.2031 ⁽⁶⁾
22.8.2023	E	-	500,000	-	-	500,000	81.050	22.8.2024 – 21.8.2033 ⁽⁷⁾	
Mr Joseph Galli Jr	22.8.2023	E	-	750,000	-	-	750,000	81.050	22.8.2024 – 21.8.2033 ⁽⁵⁾
Mr Kin Wah Chan	17.3.2017	D	200,000	-	-	-	200,000	32.100	17.3.2018 – 16.3.2027 ⁽⁴⁾
	14.3.2018	E	250,000	-	-	-	250,000	47.900	14.3.2019 – 13.3.2028 ⁽⁴⁾
	20.5.2019	E	500,000	-	-	-	500,000	51.080	20.5.2020 – 19.5.2029 ⁽⁴⁾
	15.5.2020	E	500,000	-	-	-	500,000	65.250	15.5.2021 – 14.5.2030 ⁽⁷⁾
	22.12.2020	E	2,000,000	-	-	-	2,000,000	105.500	22.12.2021 – 21.12.2030 ⁽⁸⁾
	30.12.2021	E	1,000,000	-	-	-	1,000,000	154.900	30.12.2022 – 29.12.2031 ⁽⁶⁾
	22.8.2023	E	-	500,000	-	-	500,000	81.050	22.8.2024 – 21.8.2033 ⁽⁷⁾
Mr Chi Chung Chan	17.3.2017	D	500,000	-	-	-	500,000	32.100	17.3.2018 – 16.3.2027 ⁽⁴⁾
	14.3.2018	E	250,000	-	-	-	250,000	47.900	14.3.2019 – 13.3.2028 ⁽⁴⁾
	20.5.2019	E	500,000	-	-	-	500,000	51.080	20.5.2020 – 19.5.2029 ⁽⁴⁾
	15.5.2020	E	500,000	-	-	-	500,000	65.250	15.5.2021 – 14.5.2030 ⁽⁷⁾
	22.12.2020	E	2,000,000	-	-	-	2,000,000	105.500	22.12.2021 – 21.12.2030 ⁽⁸⁾
	30.12.2021	E	1,000,000	-	-	-	1,000,000	154.900	30.12.2022 – 29.12.2031 ⁽⁶⁾
	22.8.2023	E	-	500,000	-	-	500,000	81.050	22.8.2024 – 21.8.2033 ⁽⁷⁾
Mr Camille Jojo	14.3.2018	E	50,000	-	-	-	50,000	47.900	14.3.2019 – 13.3.2028 ⁽⁴⁾
	20.5.2019	E	97,000	-	-	-	97,000	51.080	20.5.2020 – 19.5.2029 ⁽⁴⁾
	22.12.2020	E	47,000	-	-	-	47,000	105.500	22.12.2021 – 21.12.2030 ⁽⁴⁾
	30.12.2021	E	32,000	-	-	-	32,000	154.900	30.12.2022 – 29.12.2031 ⁽⁴⁾
	22.8.2023	E	-	60,000	-	-	60,000	81.050	22.8.2024 – 21.8.2033 ⁽³⁾

Share Options (continued)

Share option holders	Date of share options granted	Share option scheme category	Outstanding at beginning of the year	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at end of the year	Subscription price HK\$	Exercise period
Directors (continued)									
Prof Roy Chi Ping Chung GBS BBS JP	17.3.2017	D	150,000	–	–	–	150,000	32.100	17.3.2018 – 16.3.2027 ⁽⁴⁾
	14.3.2018	E	100,000	–	–	–	100,000	47.900	14.3.2019 – 13.3.2028 ⁽⁴⁾
	20.5.2019	E	97,000	–	–	–	97,000	51.080	20.5.2020 – 19.5.2029 ⁽⁴⁾
	22.12.2020	E	47,000	–	–	–	47,000	105.500	22.12.2021 – 21.12.2030 ⁽⁴⁾
	30.12.2021	E	32,000	–	–	–	32,000	154.900	30.12.2022 – 29.12.2031 ⁽⁴⁾
	22.8.2023	E	–	60,000	–	–	60,000	81.050	22.8.2024 – 21.8.2033 ⁽³⁾
Mr Peter David Sullivan	22.12.2020	E	47,000	–	–	–	47,000	105.500	22.12.2021 – 21.12.2030 ⁽⁴⁾
	30.12.2021	E	32,000	–	–	–	32,000	154.900	30.12.2022 – 29.12.2031 ⁽⁴⁾
	22.8.2023	E	–	60,000	–	–	60,000	81.050	22.8.2024 – 21.8.2033 ⁽³⁾
Mr Johannes-Gerhard Hesse	19.6.2017	E	135,000	–	–	–	135,000	36.300	19.6.2018 – 18.6.2027 ⁽⁴⁾
	14.3.2018	E	100,000	–	–	–	100,000	47.900	14.3.2019 – 13.3.2028 ⁽⁴⁾
	20.5.2019	E	97,000	–	–	–	97,000	51.080	20.5.2020 – 19.5.2029 ⁽⁴⁾
	22.12.2020	E	47,000	–	–	–	47,000	105.500	22.12.2021 – 21.12.2030 ⁽⁴⁾
	30.12.2021	E	32,000	–	–	–	32,000	154.900	30.12.2022 – 29.12.2031 ⁽⁴⁾
	22.8.2023	E	–	60,000	–	–	60,000	81.050	22.8.2024 – 21.8.2033 ⁽³⁾
Mr Robert Hinman Getz	15.5.2020	E	75,000	–	–	–	75,000	65.250	15.5.2021 – 14.5.2030 ⁽⁵⁾
	22.12.2020	E	47,000	–	–	–	47,000	105.500	22.12.2021 – 21.12.2030 ⁽⁴⁾
	30.12.2021	E	32,000	–	–	–	32,000	154.900	30.12.2022 – 29.12.2031 ⁽⁴⁾
	22.8.2023	E	–	60,000	–	–	60,000	81.050	22.8.2024 – 21.8.2033 ⁽³⁾
Ms Virginia Davis Wilmerding	19.8.2021	E	29,500	–	–	–	29,500	167.200	19.8.2022 – 18.8.2031 ⁽⁴⁾
	22.8.2023	E	–	60,000	–	–	60,000	81.050	22.8.2024 – 21.8.2033 ⁽³⁾
Ms Caroline Christina Kracht	22.8.2023	E	–	60,000	–	–	60,000	81.050	22.8.2024 – 21.8.2033 ⁽³⁾
Total for directors			16,331,000	3,420,000	–	–	19,751,000		
Employees	17.3.2017	D	70,000	–	(20,000)	–	50,000	32.100	17.3.2018 – 16.3.2027 ⁽⁴⁾
	19.6.2017	E	100,000	–	(100,000)	–	–	36.300	19.6.2018 – 18.6.2027 ⁽⁴⁾
	14.3.2018	E	150,000	–	–	–	150,000	47.900	14.3.2019 – 13.3.2028 ⁽⁴⁾
	20.5.2019	E	194,000	–	–	–	194,000	51.080	20.5.2020 – 19.5.2029 ⁽⁴⁾
	22.12.2020	E	94,000	–	–	–	94,000	105.500	22.12.2021 – 21.12.2030 ⁽⁴⁾
	22.11.2023	E	–	250,000	–	–	250,000	81.480	22.11.2024 – 21.11.2033 ⁽⁴⁾
Total for employees			608,000	250,000	(120,000)	–	738,000		
Total for all categories			16,939,000	3,670,000	(120,000)	–	20,489,000		

- (1) The number of shares that may be issued in respect of share options granted under Scheme D is 117,281,565, representing approximately 6.39% of the issued shares of the Company as at December 31, 2023. The total number of shares available for issue in respect of which share options may be granted under Scheme D is 150,505,065 shares, which represented approximately 8.20% of the issued shares of the Company as at December 31, 2023.
- (2) Since the adoption of Scheme E on May 19, 2017, no share options was granted to any service provider of the Company and therefore the number of shares that may be issued to service providers remained at 18,347,979 shares throughout the year. The number of shares that may be issued in respect of share options and awarded shares granted under Scheme E and the 2018 Share Award Scheme is 163,085,794, representing approximately 8.89% of the issued shares of the Company as at December 31, 2023. The total number of shares available for issue in respect of which share options may be granted under Scheme E are 183,479,794 shares, which represented (i) approximately 10.00% of the issued shares of the Company as at December 31, 2023; and (ii) approximately 10.01% of the issued shares of the Company as at the date of this Annual Report. The number of share options available for grant under Scheme E (i) at the beginning of the year was 168,012,694; and (ii) under the approved scheme mandate at the end of the year was 183,479,794 pursuant to the amended and restated rules of Scheme E.
- (3) 100% of the share options granted be vested on the 1st anniversary of the date of grant.
- (4) 50% of the share options granted be vested on the 1st anniversary of the date of grant and the remaining 50% be vested on the 2nd anniversary of the date of grant.
- (5) three equal batches of share options be vested on 1st anniversary, 2nd anniversary and 3rd anniversary of the date of grant respectively.
- (6) 33.00%, 33.00% and 34.00% be vested on the 1st anniversary, 2nd anniversary and 3rd anniversary of the date of grant respectively.
- (7) 33.20%, 33.40% and 33.40% be vested on the 1st anniversary, 2nd anniversary and 3rd anniversary of the date of grant respectively.
- (8) 33.30%, 33.30% and 33.40% be vested on the 1st anniversary, 2nd anniversary and 3rd anniversary of the date of grant respectively.
- (9) The Company had 20,489,000 shares options outstanding, which represented approximately 1.12% of the issued shares of the Company as at December 31, 2023. 3,670,000 share options were granted during the year. No share option was cancelled or lapsed during the year. None of the grants of share options to any participants is in excess of the 1% individual limit.
- (10) The group recognized a total expenses of US\$8,829,000 (2022: US\$15,366,000) for the year ended December 31, 2023 in relation to share options granted by the Company.
- (11) The number of shares that may be issued in respect of share awards granted under 2018 Share Award Scheme (details are set out in the Corporate Governance Report) and share options granted under Scheme E during the year divided by the weighted average number of shares in issue for the year is 0.28%.
- (12) The weighted average closing price of the Company's shares immediately before the various dates on which the share options were granted during 2023 was HK\$78.81.
- (13) The closing price of the Company's shares immediately before the various dates on which the share options were granted ranged from HK\$78.60 to HK\$81.75 in 2023.
- (14) The weighted average closing prices of the Company's shares immediately before various dates during 2023 and 2022 on which the share options was exercised were HK\$81.33 (2022: HK\$87.98) respectively.
- (15) The fair value of the share options granted in 2023 measured at various dates on which the share options were granted was ranged from HK\$23.12 to HK\$23.15. The weighted average fair value of the share options granted in 2023 was HK\$23.12 per option.

Save as disclosed above, no other person was granted share options for the year ended December 31, 2023.

Arrangements to Purchase Shares or Debentures

Other than as disclosed above and for satisfying the awarded shares granted under the Company's share award scheme (details of which are set out in this Annual Report), at no time during the year was the Company, or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and neither the directors or the chief executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

Director's Interests in Transactions, Arrangements and Contracts of Significance

No transactions, arrangements and contracts of significance, to which the Company, or any of its subsidiaries, was a party and in which a director or a connected entity of a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Directors' Indemnities

Pursuant to the Articles, every director of the Company shall be entitled to be indemnified out of the assets and profits of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance) which he/she may sustain or incur in or about the execution of the duties of his/her office. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Company.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

Equity-linked Agreements

Other than as disclosed above and for satisfying the awarded shares granted under the Company's share award schemes (details of which are set out in the Corporate Governance Report), the Group has not entered into any equity-linked agreements during the year.

Substantial Shareholders' Interests

As at December 31, 2023, the interests and short positions of the following persons, other than directors and chief executive of the Company, in the shares, underlying shares and debentures of the Company which have been disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO have been recorded in the register kept by the Company pursuant to section 336 of the SFO:

Name	Total interests in shares	(L/S/LP)*	Approximate aggregate percentage of interests
JPMorgan Chase & Co. ⁽¹⁾	182,415,282	(L)	9.94%
	4,564,654	(S)	0.25%
	111,491,009	(LP)	6.08%
The Bank of New York Mellon Corporation ⁽²⁾	91,822,534	(L)	5.01%
	35,813,385	(S)	1.95%
	53,690,030	(LP)	2.93%
The Capital Group Companies, Inc. ⁽³⁾	147,533,933	(L)	8.04%

* (L/S/LP) represents (Long position/Short position/Lending pool)

Notes:

- (1) The following is a breakdown of the interests in shares in the Company held by JPMorgan Chase & Co.:

Name	Remarks	Total interests in shares				Approximate percentage of interests
		Direct interests	(L/S/LP)*	Deemed interests	(L/S/LP)*	
JPMorgan Chase & Co.	(1a)	–	–	182,415,282	(L)	9.94%
		–	–	4,564,654	(S)	0.25%
		–	–	111,491,009	(LP)	6.08%
JPMorgan Asset Management (Taiwan) Limited	(1b)	220,500	(L)	–	–	0.01%
55I, LLC	(1b)	825	(L)	–	–	0.00%
J.P. Morgan SE	(1b)	12,500	(L)	–	–	0.00%
J.P. Morgan Securities LLC	(1b)	2,126,903	(L)	–	–	0.12%
		282,000	(S)	–	–	0.02%
JPMORGAN CHASE BANK, N.A. – LONDON BRANCH	(1b)	111,491,009	(L)	–	–	6.08%
JPMORGAN ASSET MANAGEMENT (UK) LIMITED	(1b)	5,649,500	(L)	–	–	0.31%
J.P. Morgan Investment Management Inc.	(1b)	47,239,861	(L)	–	–	2.58%
J.P. Morgan Prime Inc.	(1b)	7,500	(L)	–	–	0.00%
JPMorgan Asset Management (Japan) Limited	(1b)	143,200	(L)	–	–	0.01%
J.P. Morgan Trust Company of Delaware	(1b)	66,775	(L)	–	–	0.00%
JPMorgan Chase Bank, National Association	(1b)	5,208,916	(L)	–	–	0.28%
		56,140	(S)	–	–	0.00%
JPMorgan Asset Management (Asia Pacific) Limited	(1b)	4,685,000	(L)	–	–	0.26%
J.P. MORGAN SECURITIES PLC	(1b)	5,529,978	(L)	–	–	0.30%
		4,226,514	(S)	–	–	0.23%
J.P. Morgan Private Wealth Advisors LLC	(1b)	32,815	(L)	–	–	0.00%
JPMorgan Asset Management (Asia) Inc.	(1b)	–	–	5,048,700	(L)	0.28%
JPMorgan Asset Management Holdings Inc.	(1b)	–	–	57,938,886	(L)	3.16%
JPMorgan Chase Holdings LLC	(1b)	–	–	60,172,879	(L)	3.28%
		–	–	282,000	(S)	0.02%
55 Institutional Partners, LLC	(1b)	–	–	825	(L)	0.00%
J.P. Morgan International Finance Limited	(1b)	–	–	5,542,478	(L)	0.30%
		–	–	4,226,514	(S)	0.23%
JPMorgan Chase Bank, National Association	(1b)	–	–	117,033,487	(L)	6.38%
		–	–	4,226,514	(S)	0.23%
J.P. Morgan Broker-Dealer Holdings Inc.	(1b)	–	–	2,134,403	(L)	0.12%
		–	–	282,000	(S)	0.02%
JPMORGAN ASSET MANAGEMENT INTERNATIONAL LIMITED	(1b)	–	–	5,649,500	(L)	0.31%
J.P. Morgan Securities LLC	(1b)	–	–	7,500	(L)	0.00%
J.P. MORGAN CAPITAL HOLDINGS LIMITED	(1b)	–	–	5,529,978	(L)	0.30%
		–	–	4,226,514	(S)	0.23%

Substantial Shareholders' Interests (continued)

Remarks:

- (1a) JPMorgan Chase & Co. is listed on New York Stock Exchange. The capacity of JPMorgan Chase & Co. in holding the 182,415,282 shares of long position, 4,564,654 shares of short position and 111,491,009 shares of lending pool respectively was as controlled corporation.
- (1b) JPMorgan Asset Management (Taiwan) Limited, 55I, LLC, J.P. Morgan SE, J.P. Morgan Securities LLC, JPMORGAN CHASE BANK, N.A. - LONDON BRANCH, JPMORGAN ASSET MANAGEMENT (UK) LIMITED, J.P. Morgan Investment Management Inc., J.P. Morgan Prime Inc., JPMorgan Asset Management (Japan) Limited, J.P. Morgan Trust Company of Delaware, JPMorgan Chase Bank, National Association, JPMorgan Asset Management (Asia Pacific) Limited, J.P. MORGAN SECURITIES PLC, J.P. Morgan Private Wealth Advisors LLC, JPMorgan Asset Management (Asia) Inc., JPMorgan Asset Management Holdings Inc., JPMorgan Chase Holdings LLC, 55 Institutional Partners, LLC, J.P. Morgan International Finance Limited, JPMorgan Chase Bank, National Association, J.P. Morgan Broker-Dealer Holdings Inc., JPMORGAN ASSET MANAGEMENT INTERNATIONAL LIMITED, J.P. Morgan Securities LLC and J.P. MORGAN CAPITAL HOLDINGS LIMITED were all directly or indirectly owned by JPMorgan Chase & Co. and by virtue of the SFO, JPMorgan Chase & Co. was deemed to be interested in the shares held by these subsidiaries.
- (2) The following is a breakdown of the interest in shares in the Company held by The Bank of New York Mellon Corporation:

Name	Remarks	Total interests in shares				Approximate percentage of interests
		Direct interests	(L/S/LP)*	Deemed interests	(L/S/LP)*	
The Bank of New York Mellon Corporation	(2a)	–	–	91,822,534	(L)	5.01%
		–	–	35,813,385	(S)	1.95%
		–	–	53,690,030	(LP)	2.93%
The Bank of New York Mellon	(2b)	91,765,694	(L)	–	–	5.00%
		35,813,385	(S)	–	–	1.95%
BNY Mellon, National Association	(2b)	56,415	(L)	–	–	0.00%
B.N.Y. Holdings (Delaware) Corporation	(2b)	–	–	425	(L)	0.00%
BNY Mellon Trust of Delaware	(2b)	425	(L)	–	–	0.00%

Remarks:

- (2a) The Bank of New York Mellon Corporation is listed on New York Stock Exchange. The capacity of The Bank of New York Mellon Corporation in holding the 91,822,534 shares of long position, 35,813,385 shares of short position and 53,690,030 shares of lending pool respectively was as controlling corporation.
- (2b) The Bank of New York Mellon, BNY Mellon, National Association, B.N.Y. Holdings (Delaware) Corporation and BNY Mellon Trust of Delaware were all directly or indirectly owned by The Bank of New York Mellon Corporation and by virtue of the SFO, The Bank of New York Mellon Corporation was deemed to be interested in the shares held by these subsidiaries.

- (3) The following is a breakdown of the interest in shares in the Company held by The Capital Group Companies, Inc.:

Name	Remarks	Total interests in shares				Approximate percentage of interests
		Direct interests	(L/S/LP)*	Deemed interests	(L/S/LP)*	
The Capital Group Companies, Inc.	(3a)	–	–	147,533,933	(L)	8.04%
Capital Research and Management Company	(3b)	144,937,933	(L)	–	–	7.90%
		–	–	2,596,000	(L)	0.14%
Capital Group International, Inc.	(3b)	–	–	2,596,000	(L)	0.14%
Capital International Limited	(3b)	312,500	(L)	–	–	0.02%
Capital International Sarl	(3b)	490,500	(L)	–	–	0.03%
Capital International, Inc.	(3b)	1,743,000	(L)	–	–	0.10%
Capital Group Investment Management Private Limited	(3b)	50,000	(L)	–	–	0.00%

Remarks:

- (3a) The capacity of The Capital Group Companies, Inc. in holding the 147,533,933 shares of long position was as controlled corporation.
- (3b) Capital Research and Management Company, Capital Group International, Inc., Capital International Limited, Capital International Sarl, Capital International, Inc. and Capital Group Investment Management Private Limited were all directly or indirectly owned by The Capital Group Companies, Inc. and by virtue of the SFO, The Capital Group Companies, Inc. was deemed to be interested in the shares held by these subsidiaries.

Save as disclosed above, no other person was interested in or had a short position in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of the Part XV of the SFO as at December 31, 2023.

Dividend Policy

Stable dividend payment to shareholders of the Company is our primary objective. The Board determines the interim dividend and recommends the final dividend which requires the approval of shareholders of the Company. In proposing any dividend payout, the Board of Directors shall take into account, inter alia, the Group's operations, earnings, financial condition, cash availability, capital expenditure and future development requirements and other factors that may deem relevant at such time. Any payment of the dividend by the Company is also subject to any restrictions under the Companies Ordinance and the Articles.

Connected Transactions

On December 22, 2023, 1,000,000 shares in the Company have been granted as awarded shares under the share award scheme of the Company to Chief Executive Officer, Mr Joseph Galli Jr, who is a connected person of the Company as defined under the Listing Rules and therefore constituted a connected transaction of the Company when aggregated with the grant of award of 1,000,000 Shares to him on December 30, 2022 and the grant of 750,000 share options to him on August 22, 2023. The awarded shares are to be vested on the 1st anniversary of the date of grant subject to performance criteria. Details of such grant and the vesting terms are set out in the Corporate Governance Report and the Company's announcement dated December 22, 2023. Such grant serves as a recognition and reward of Mr Galli's contributions to the Company's continuing operation and development. No consideration are required for such grant and upon acceptance of the awarded shares, no payment is required.

The Company has complied with the relevant requirements under Chapter 14A of the Listing Rules for the above grants of awarded shares to connected persons of the Company.

Environmental, Social and Governance ("ESG")

The Company has adopted the latest ESG reporting guidelines issued by the Stock Exchange. The ESG Report together with this annual report will be published on the Company's website (www.ttigroup.com) and the Stock Exchange's website (www.hkexnews.hk) in due course in compliance with the ESG reporting guidelines as set out in Appendix C2 (formerly known as Appendix 27) to the Listing Rules.

Sufficiency of Public Float

The Company has maintained a sufficient public float throughout the year ended December 31, 2023.

Donations

During the year, the Group made charitable and other donations totalling US\$1,074,000.

Auditor

A resolution will be submitted to the Annual General Meeting to re-appoint Messrs Deloitte Touche Tohmatsu as auditor of the Company.

Horst Julius Pudwill

Chairman

Hong Kong
March 6, 2024