

Corporate Governance Report

The Company is committed to high standard corporate governance to enhance shareholders' interests and promote sustainable development. A quality board of directors (the "Board") with balanced skills, experience and diversity of perspectives is vital to the Company for effective risk management, internal controls and leadership, as well as transparency and accountability to all shareholders. The Board reviewed codes of conducts, policies and practices, corporate governance framework and disclosure of this Corporate Governance Report, from time to time, to improve the Company's corporate governance practices in respect of the latest developments on all applicable laws, rules and regulations.

Compliance with the Corporate Governance Code

The Board has reviewed the Company's corporate governance practices and is satisfied that the Company has complied with all the code provisions of the Corporate Governance Code set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") (the "Corporate Governance Code") throughout the year ended December 31, 2021, save that none of the Directors are appointed for a specific term since they are subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. Under Article 107(A) of the Articles of Association of the Company, one-third of the Board must retire by rotation at each annual general meeting of the Company, and if eligible, offer themselves for re-election.

The Company has also voluntarily complied with a number of the recommended best practices set out in the Corporate Governance Code, aimed at further enhancement of the Company's corporate governance standard as well as promotion of the best interests of the Company and shareholders as a whole.

Corporate Governance Policy

Corporate governance plays an important role in maintaining sustainability. The Board continuously monitors, reviews and develops the policies and practices of corporate governance to ensure the compliance of the laws, rules and regulatory requirements governing the Group as well as the Company's Articles of Association. The Board performs the corporate governance function through, but not limited to, the following:

- review and monitor compliance of the Corporate Governance Code.
- review and monitor the compliance of the Model Code for Securities Transactions by Directors, the Code for Securities Transactions by Relevant Employees and other codes of conduct of the Company.
- review the disclosure set out in this Corporate Governance Report.
- review and monitor the Directors' and the senior management's training and continuous professional development.

Board of Directors

Roles and Responsibilities

The Board is collectively responsible for leading, supervising and creating directions and strategies for the affairs of the Group with effective corporate governance framework to strike for long term success of the Company. The principal responsibilities of the Board include, but are not limited to, the following:

- review and monitor risks and changes in local and international business communities in order to enhance shareholders' value.
- review and develop overall mid-term and long-term strategies, objectives and directions of the Company.
- develop and monitor the policies and practices on corporate governance of the Company.
- oversee the Company's financial performance and operations through determination of the annual budget and continuous review of performance results.
- consider matters covering appointment of Directors, senior management and external auditors, major acquisitions and disposals, as well as other significant operational matters.

Delegation to Board Committees and senior management of the Group with specific functions is monitored continuously by the Board with clear instructions and reservation for the Board's decision and consideration of specifically identified matters. The Board reviews regularly the formal written procedures adopted by the Company for the governance of delegation and reservation of responsibilities of the Board.

Board Composition

As at the date of this report, the Board consists of five Group Executive Directors, two Non-executive Directors and four Independent Non-executive Directors. An analysis of the current composition of the Board of the Company is set out below:

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 (Operations Director)
- Mr Chi Chung Chan (Group Chief Financial Officer)

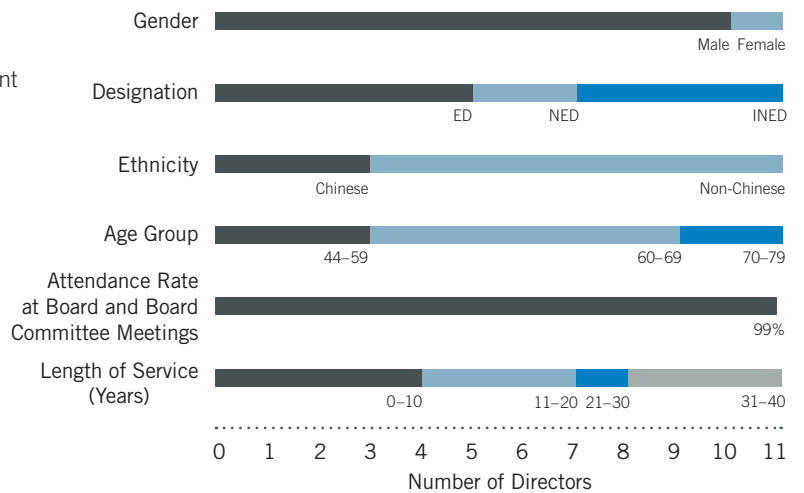
Non-executive Directors

- Prof Roy Chi Ping Chung GBS BBS JP
- Mr Camille Jojo

Independent Non-executive Directors

- Mr Peter David Sullivan
- Mr Johannes-Gerhard Hesse
- Mr Robert Hinman Getz
- Ms Virginia Davis Wilmerding

Biographical details and relevant relationships of the members of the Board are set out on pages 64 to 69 of this annual report. A list of Directors and their roles and functions are published on the Company's website (www.ttigroup.com) and the Stock Exchange's website (www.hkexnews.hk).



Both the management of the Board and the day-to-day management are essential to the Company's success and sustainability. In order to promote balance of power, authority and accountability, the roles of Chairman and Chief Executive Officer of the Company have been segregated and clearly distinguished.

The roles of Chairman comprise, but are not limited to, the following:

- provide leadership for the Board to perform its responsibilities and act in the best interests of the Company, and ensure the Board works effectively.
- encourage all Directors to make full and active contributions to the Board's affairs to enhance the performance of the Board's responsibilities.
- enhance effective communication with shareholders and encourage the views of shareholders are communicated to the Board as a whole.
- ensure all Directors are properly briefed on issues arising at Board meetings and always receive clear, accurate and reliable information in a timely manner.
- oversee and ensure sound practices and procedures.

The roles of Chief Executive Officer comprise, but are not limited to, the following:

- perform the Company's strategic initiatives and management strategies.
- enhance the global sales potential of the Company's strong brand portfolio and facilitate the integration of acquisitions, if any.
- take the lead to oversee the global management team in the Group's daily operations.

To ensure the Board perform effectively and enhance diversity of the Board, appointment of directors is recommended by the Nomination Committee for approval of the Board. By considering the expertise, skills and experience of director candidates, the Nomination Committee makes recommendations to the Board in order to achieve the effective balance and diversity of the Board. Directors are aware that they must be able to contribute sufficient time and attention to the affairs of the Company before accepting their appointment. A formal and detailed orientation is provided for each newly appointed Director to ensure proper understanding of duties and responsibilities of Directors under the Listing Rules, the Company's Articles of Association, and related ordinances and relevant regulatory requirements of Hong Kong. Presentations by external professionals and senior executives of the Company are also provided to ensure a proper understanding of the Company's business and operations. In accordance with the Company's Articles of Association and the Listing Rules, Directors are subject to retirement by rotation at least once every three years. Any Directors appointed to fill a casual vacancy would be subject to election by shareholders at the next annual general meeting after their appointment.

Culture of openness and independent views are key elements to an effective board. Independent Non-executive Directors and Non-executive Directors form a majority of the Board, and the Independent Non-executive Directors represent over one-third of the Board as at the date of this report. The Company has complied with Rule 3.10 of the Listing Rules in relation to the requirement of independent non-executive directors. All Independent Non-executive Directors meet the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules. The Company received annual confirmation of independence from each of the Independent Non-executive Directors and they are still considered to be independent.

The Board has arranged appropriate Directors' and Officers' liability insurance to indemnify the Directors and Officers of the Group for liabilities arising out of corporate activities. The coverage and the sum insured under the policy are reviewed annually.

Directors' Continuous Professional Development

To ensure all Directors are aware of the current trends in the commercial and regulatory environment in which the Company conducts its business, the Company provides regular updates, training and written materials to them on relevant laws, rules and regulations. In order to ensure that the Directors' contribution to the Board remains informed and relevant, the Directors are encouraged to participate in various professional development programs such as seminars, webcasts and relevant reading materials, especially in relation to compliance requirements to develop and refresh their knowledge and skills and the latest updates on relevant rules, regulations.

All Directors participate in continuous professional development as set out in code provision C.1.4 of the Corporate Governance Code. According to the records of training provided by each Director to the Company, the training received by the Directors in 2021 is summarized in the following table:

	Type of Continuous Professional Development Programme		
	Updates on business operations, laws, rules and regulations or corporate governance matters	Updates on directors' roles, functions and duties	Updates on accounting, financial or other professional skills
Group Executive Directors			
Mr Horst Julius Pudwill	√	√	
Mr Stephan Horst Pudwill	√	√	
Mr Joseph Galli Jr	√	√	
Mr Kin Wah Chan	√	√	√
Mr Chi Chung Chan	√	√	√
Non-executive Directors			
Prof Roy Chi Ping Chung GBS BBS JP	√	√	√
Mr Camille Jojo	√	√	√
Independent Non-executive Directors			
Mr Peter David Sullivan	√	√	
Mr Johannes-Gerhard Hesse	√	√	√
Mr Robert Hinman Getz	√	√	
Ms Virginia Davis Wilmerding	√	√	√

Compliance with the Codes for Securities Transactions

The provisions of the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the "Model Code") has been adopted by the Board. In response to the specific enquiries made, all Directors have confirmed that they have fully complied with the required standards as set out in the Model Code during the year ended December 31, 2021.

The Company has also adopted another code of conduct on terms no less onerous than the Model Code that applies to securities transactions of all relevant employees who may be in possession of unpublished price sensitive information in relation to the Company (the "Code for Securities Transactions by Relevant Employees"). During the year, no incident of non-compliance was noted by the Company.

Both the Model Code and the Code for Securities Transactions by Relevant Employees have been published on the Company's website (www.ttigroup.com).

Board Meetings

The Board focuses on the Company's strategies and values for on-going sustainability, success and growth of the Group.

The Company held regular Board meetings, where at least four Board meetings are scheduled in a year with more frequent meetings as and when required. In 2021, five Board meetings were held and the attendance records of each Director are set out in the section headed "Board, Board Committee and General Meetings in 2021" at the end of this report.

Board meeting, Board Committee meeting and Annual General Meeting dates for 2022 were agreed upon at the Board meeting held in August 2021 in order to ensure maximum attendance of Directors and to facilitate the effectiveness of the Board. The meeting agenda is drawn up by the Chairman in consultation with members of the Board to propose any other matters for inclusion of the agenda. Minutes of the Board and Board Committee meetings with sufficient details of matters and concerns discussed are prepared and maintained by the Company Secretary of the Company (the "Company Secretary"), which are sent to the Directors for comments and records. The Company Secretary keeps Board records in safe custody of which are available for inspection by the Directors.

Clear, accurate and reliable information are provided to all Directors in a timely manner to facilitate informed decisions of the Board. Furthermore, all Directors have access to all related materials with sufficient details in relation to the Board's issues. To enhance understanding of the business of the Group and Directors' responsibilities under statute and at common law, all Directors are provided with briefings and professional development training as necessary. The Company Secretary provide full support to the Directors in order to ensure Board procedures and all applicable laws, rules and regulations are followed. Directors are also provided with access to senior management of the Group upon request, as well as to independent professional advice on performing their duties at the Company's expenses.

Board Committees

The Board has established three Board Committees, namely the Audit Committee, the Nomination Committee and the Remuneration Committee, to delegate various responsibilities of the Board. Each of these Board Committees has specific written terms of reference which deal clearly with their authority and duties and have been published on the Company's website (www.ttigroup.com) and the Stock Exchange's website (www.hkexnews.hk).

The board continuously reviews the diversity and effectiveness of the Board. To ensure independent views and inputs are available to the Board, Independent Non-executive Directors form majority of all Board Committees. With active participation and regular attendance of Independent Non-executive Directors, independent insights and opinions are encouraged to be contributed and expressed at the Board Committee meetings. The Board oversees and monitors the delegated authorities and responsibilities through regular reporting by the Board Committees in relation to their activities involved and recommendations and decisions made. The attendance records of each Board Committee are set out in the section headed "Board, Board Committee and General Meetings in 2021" at the end of this report.

Audit Committee

The Audit Committee is chaired by Mr Peter David Sullivan with other members being Mr Johannes-Gerhard Hesse, Mr Camille Jojo and Mr Robert Hinman Getz. All members except Mr Camille Jojo are Independent Non-executive Directors. The Company has complied with Rule 3.21 of the Listing Rules in relation to the requirement of the Audit Committee.

The Audit Committee plays an important role in risk management and internal control aspects. The Audit Committee aims to review and monitor the effectiveness of the risk management and internal control systems to ensure the compliance with the Group's obligations under the Listing Rules and other applicable laws and regulations. The Audit Committee oversees the completeness and integrity of the financial statements of the Company and takes ad hoc responsibilities which may be delegated by the Board from time to time. The Audit Committee is also directly responsible on behalf of the Board for the oversight of the performance of the Company's external auditors, the assessment of the independence and qualifications of the external auditors, the selection, oversight and remuneration of the Company's external auditors and the maintenance of an appropriate relationship with the external auditors.

The Audit Committee held four meetings in 2021 and performed duties summarized below:

- review and assist to maintain the effectiveness of risk management and internal controls systems of the Group.
- review and monitor the scope, extent and effectiveness of internal audit function of the Group.
- oversee the relationship between the Company and the external auditors, assess the performance of the external auditors and recommend the re-appointment of the external auditors.
- review the audit and non-audit services provided by the external auditors.
- review and make recommendations to the Board for the approval of the interim and annual financial statements of the Group.
- review and monitor the Group's accounting principles and practices, financial reporting matters and significant financial matters.

Nomination Committee

The Nomination Committee is chaired by Mr Horst Julius Pudwill (Chairman of the Board) with the other members being Mr Johannes-Gerhard Hesse and Mr Robert Hinman Getz (who has been appointed as a member of the Nomination Committee with effect from July 19, 2021). All members except Mr Horst Julius Pudwill are Independent Non-executive Directors.

The Board should have a balance of skills, experience and diversity of perspectives appropriate for the requirements of the business of the Group in order to effectively discharge its function. The Nomination Committee aims to ensure a fair and transparent process of Board appointments, and in particular, to assist the Board to identify suitably qualified candidates and make recommendations for consideration of the Board and shareholders. When considering suitable candidates of Directors, the Nomination Committee considers factors including, but not limited to, professional knowledge, industry experience, ethics, integrity, personal skills and as well as the ability to contribute sufficient time and attention to the Board in their recommendations.

The Nomination Committee held three meetings in 2021. The work performed by the Nomination Committee in 2021, with sufficient resources provided by the Company and/or independent professional advice when necessary, included:

- review of the size, composition and structure of the Board on a regular basis.
- review the Nomination Policy and the Board Diversity Policy.
- assess the independence of Independent Non-executive Directors.
- make recommendations to the Board on relevant matters relating to the retirement and re-election of the Directors at the 2021 Annual General Meeting.

The Board has a balance of skills, experience and diversity of perspectives to enhance the Company's business and values. The Board has adopted the Board Diversity Policy in August 2013, which is published on the Company's website (www.ttigroup.com). Widening diversity at the Board level is essential for sustainable development of the Group. The Nomination Committee would consider various perspectives, including, but not limited to, age, gender, professional experience, educational background, cultural and length of service while reviewing the composition of the Board. An analysis of the current Board composition based on these objective criteria is set out on page 71 of this report.

Remuneration Committee

The Remuneration Committee is composed of a majority of Independent Non-executive Directors and is chaired by Mr Robert Hinman Getz (who has been appointed as chairman of the Remuneration Committee effective from August 11, 2021) with the other members of the Committee being Mr Peter David Sullivan and Mr Camille Jojo.

The responsibilities of the Remuneration Committee include, but not limited to, developing and administering a fair and transparent procedure for setting policy on the overall human resources strategy of the Group and the remuneration of Directors and senior management of the Group, and determining their remuneration packages, on the basis of their merit, competence and qualifications, and having regard to individual performance, the Company's operating results and return to shareholders, and comparable market statistics. The Remuneration Committee makes recommendations to the Board on the remuneration packages of Executive Directors and senior management, including, without limitation, base salaries, benefits in kind, incentive payments and grants, and consults the Chairman and/or Chief Executive Officer for the proposals of other Executive Directors' remuneration packages. The Remuneration Committee also makes recommendations to the Board on the remuneration of Non-executive Directors and Independent Non-executive Directors. The Remuneration Committee reports directly to the Board on its decisions or recommendations and with access to sufficient resources and professional advice if necessary.

The Remuneration Committee held three meetings in 2021 and performed, among other work, the following:

- review and make recommendations on the existing Remuneration Policy for Directors and senior management.
- assess the Executive Directors' performance and remuneration packages.

The Group engages a global executive compensation consulting firm as an independent third party to assess the competitiveness of compensation of the Chairman, the CEO and other Executive Directors. The compensation packages of the Group's Executive Directors were assessed relative to similar positions at 20 peer companies operating in the same or adjacent industries. The consultant's assessment took into account the Group's absolute share price, financial and operational performance, as well as that performance relative to the peer companies.

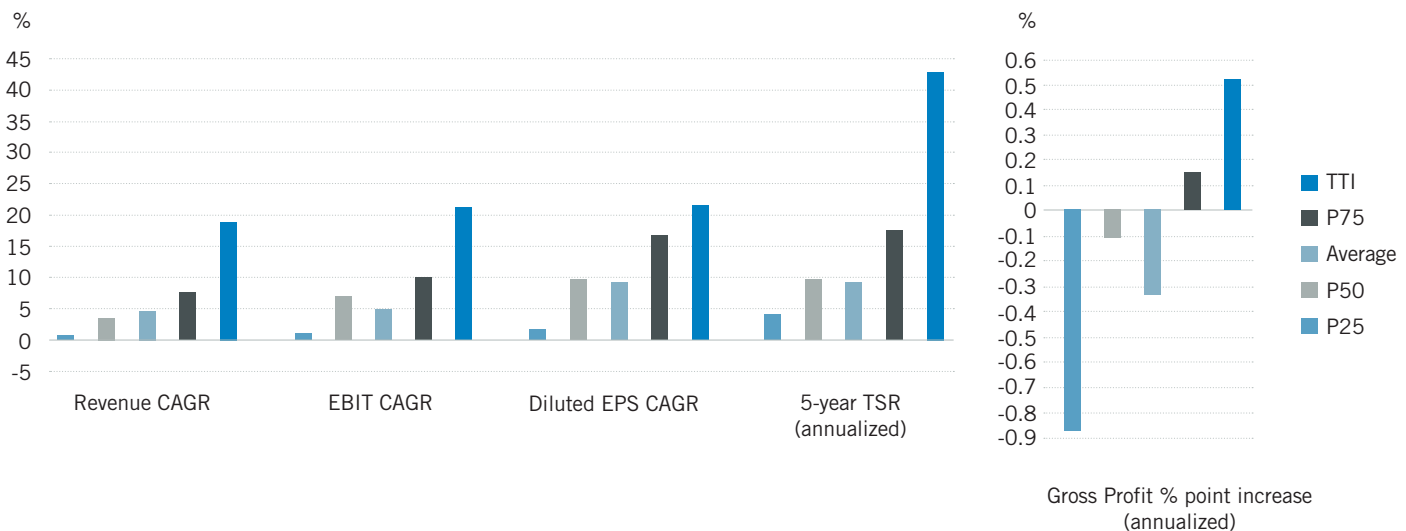
GROUP CEO INCENTIVE COMPENSATION

The Remuneration Committee reviewed and recommended to the Board for approval the 2021 incentive payouts for the Chairman, the CEO and other Executive Directors commensurate with the exceptional financial and operational performance delivered by the Group in a difficult operating environment, including supply chain disruptions and the ongoing health and social effects of the global Covid pandemic.

Executive compensation, and especially the Group CEO’s compensation, is dependent on company performance as measured

by a number of operational and financial metrics. In particular, the Remuneration Committee believes it is extremely important to align executive compensation with the interests of shareholders. As shown in Chart 1 below, over the past five years the Group has exceeded the 75th percentile performance of the 20 peer companies in a number of key financial and operational performance metrics including revenue growth, EBIT growth, diluted EPS growth, and gross profit margin improvement. Importantly, the Company’s stock price and TSR performance over the past five years has been exceptional in both relative and absolute terms, with the Company’s 5-year TSR exceeding that of any of the 20 peer companies.

Chart 1: TTI’s Five Year Performance as Compared to 20 Peer Companies



ANNUAL INCENTIVE PLAN AWARDS

As part of the Group’s annual incentive plan, the Remuneration Committee in 2021 approved share awards to Mr Galli in connection with the Group’s 2021 fiscal year performance (“2021 STI Share Grants”). These share awards were made in addition to cash payouts made under the company’s annual incentive plan. Specifically, the Remuneration Committee granted Mr Galli 1,000,000 shares in March 2021 following certification of the achievement of Group performance in the 2nd half of 2020. As this grant is made as part of the annual incentive plan, these shares vested upon grant.

Over the past three years the Remuneration Committee has shifted a significant portion of Mr Galli’s compensation to be share based and believes that rewarding him for exceptional annual results in the form of equity further aligns him with shareholders and creates further incentives for improved future performance.

LONG-TERM INCENTIVE PLAN

In 2018 the Board approved multi-year performance-based share awards to Mr Galli (“2018 CEO Share Awards”) with the granting of the awards conditional upon the Company’s achievement of share price, financial, and operational performance criteria (“Performance Criteria”) over successive three-year performance periods ending each year from 2019 to 2023. Performance is assessed on both an absolute and relative basis. Mr Galli delivered exceptional share price, financial and operational performance over the three-year period ending in 2021 and he was therefore awarded one million shares, as per the terms of the incentive plan agreement (“2021 Award”). These shares are scheduled to vest to Mr Galli on January 1, 2025 if he remains in his current role.

Over the last three years, the Group delivered 23.1% compound annual revenue growth and 25.0% compound annual EBIT growth. The Group’s revenue growth over this period equaled the 97th percentile of performance of the Primary Peer Group while EBIT growth was the highest among all peers. Additionally, the Company’s profit margin exceeds two-thirds of the peers and profit margin improvement over the past three years exceeds 80% of the peer group.

The remainder of the 2018 CEO Share Awards (up to two million shares) will be awarded subject to the Company's future performance meeting the goals set out in the 2018 CEO Share Awards plan from 2022 to 2023. The 2021 Award was made under the 2018 Share Award Scheme, described below.

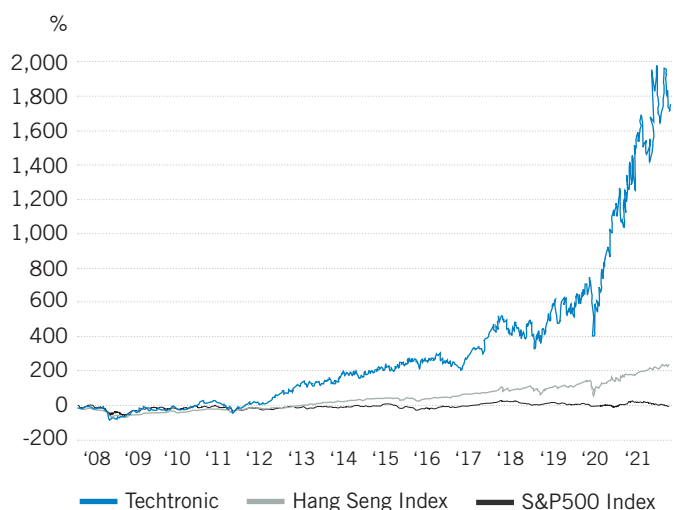
Besides the 2018 CEO Share Awards, the Board approved another multi-year performance-based share awards to Mr Galli ("2020 CEO Share Awards") with the granting of the awards conditional upon the Company's achievement of financial and operational performance criteria ("Financial and Performance Criteria") for the year of 2021 and the years between 2022 to 2026. Under the 2020 CEO Share Awards, 1,000,000 shares will be granted every year if the Financial and Performance Criteria have been achieved for that year.

MR GALLI'S PERFORMANCE HISTORY

The compensation package awarded to Mr Galli, including his annual cash incentive, the 2021 Award and the 2021 STI Share Grants, were awarded on the basis of the Group's outstanding performance in 2021 despite difficult global economic conditions, global supply chain disruptions and continuing uncertainty regarding the global health environment.

Mr Galli's compensation is designed to reward him for the Company's stellar growth and performance over the period of his tenure as CEO of the Group, to incentivize him to position the company for future profitable growth, to align him over the long-term with shareholder value creation, and to ensure his continued service to the Company in his current role.

Chart 2: TTI Stock Price Performance Relative to Hang Seng Index and S&P500 Index, from February 2008 until December 31, 2021



Since his appointment in February 2008 to the CEO role, TTI's stock price has increased from HK\$8.40 on February 1, 2008 to close at HK\$155.20 at December 31, 2021, an increase of about 1,750%, greatly exceeding both the Hang Seng Index and the S&P500 Index over the same time period (see Chart 2). Since February 2008, the Group's equity market capitalization has grown from approximately HK\$12.6 billion to approximately HK\$280 billion at the end of December 2021, adding over HK\$75 billion in additional shareholder value in 2021 alone.

EQUITY PLAN DESCRIPTIONS

The Company has adopted two share award schemes, namely the 2008 Share Award Scheme and the 2018 Share Award Scheme. The 2008 Share Award Scheme was adopted on January 9, 2008 (the "2008 Adoption Date") and expired from January 9, 2018, though its provisions shall remain in full force and effect in all other respects. Following the expiry of the 2008 Share Award Scheme, the 2018 Share Award Scheme was adopted with effect from January 17, 2018 (the "2018 Adoption Date").

The scheme rules of both the 2008 Share Award Scheme and the 2018 Share Award Scheme are substantially identical and below are the summary of the principal terms of both schemes:

Any employee or Director (including, without limitation, any Executive, Non-executive or Independent Non-executive Director) of any member of the Group (the "Eligible Person") will be entitled to participate the schemes. Unless terminated earlier by the Board in accordance with the respective scheme rules, the effective term of each scheme is 10 years commencing on the adoption date of the relevant scheme provided that no contribution to the trust will be made by the Company on or after the 10th anniversary date of the adoption date of the relevant scheme. Details of both schemes were announced by the Company on the respective adoption date of the schemes.

CORPORATE GOVERNANCE REPORT

The Board may, from time to time, at their absolute discretion select any Eligible Person for participation in any scheme as a selected grantee (the “Selected Grantee”) and determine the number of shares to be awarded or make reference to a nominal amount. The relevant number of shares awarded will be purchased by the trustee of the schemes from the market or new shares will be subscribed for by the trustee at the cost of the Company and be held in trust until they are vested. When the Selected Grantee has satisfied all vesting conditions specified by the Board, the trustee will transfer the relevant vested shares together with the income derived therefrom (net of accrued interest) to the Selected Grantee.

The maximum number of shares which can be awarded under each scheme is 10% of the issued share capital of the Company as at the adoption date thereof, and the maximum number of shares which can be awarded under each scheme 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 thereof. The total issued share capital of the Company as at the 2008 Adoption Date and the 2018 Adoption Date were 1,501,252,152 shares and 1,835,021,941 shares, respectively.

Since the 2008 Adoption Date and up to December 31, 2021, a total of 3,946,000 shares had been awarded under the 2008 Share Award Scheme, representing 0.26% of the issued share capital of

the Company as at the 2008 Adoption Date. No recognition of share-based payment expenses under the 2008 Share Award Scheme during the year was incurred. During the year ended December 31, 2021, no share was transferred to the Selected Grantees upon vesting under the 2008 Share Award Scheme and no total payout, including related expenses was incurred.

Since the 2018 Adoption Date and up to December 31, 2021, a total of 9,647,500 shares had been awarded under the 2018 Share Award Scheme, representing 0.53% of the issued share capital of the Company as at the 2018 Adoption Date. Recognition of share-based payment expenses under the 2018 Share Award Scheme during the year was US\$19,638,000. During the year ended December 31, 2021, a total of 3,530,500 shares had been awarded under the 2018 Share Award Scheme to eleven Directors of the Company, representing 0.19% of the issued share capital of the Company as at the 2018 Adoption Date. The total payout, including related expenses, amounted to US\$44,112,000. In addition, during the year ended December 31, 2021, 2,391,500 shares were transferred to twelve Directors and certain Selected Grantees upon vesting under the 2018 Share Award Scheme. As at December 31, 2021, details of the awarded shares granted to the Directors of the Company under the 2008 Share Award Scheme and the 2018 Share Award Scheme were as follows:

Name of Directors	Date of Award	Share award scheme category	Number of awarded shares	Number of shares					Closing price at the Date of Award	
				As at January 1, 2021	Awarded during the year	Vested during the year	Lapsed during the year	As at December 31, 2021		Vesting Period
Mr Horst Julius Pudwill	18.9.2014	2008	350,000	-	-	-	-	-	18.9.2015 – 18.9.2017	HK\$22.50
	26.9.2014	2008	174,000	-	-	-	-	-	26.9.2015 – 26.9.2017	HK\$22.10
	15.10.2015	2008	500,000	-	-	-	-	-	15.10.2016 – 15.10.2017	HK\$27.10
	23.3.2017	2008	300,000	-	-	-	-	-	23.3.2018 – 23.3.2019	HK\$32.15
	21.3.2018	2018	500,000	250,000	-	(125,000)	-	125,000	15.3.2019 – 15.3.2022	HK\$47.00
	20.5.2019	2018	300,000	200,000	-	(100,000)	-	100,000	20.5.2020 – 20.5.2022	HK\$50.20
	21.12.2020	2018	1,000,000	500,000	-	(500,000)	-	-	21.12.2020 – 21.12.2021	HK\$107.00
	30.12.2021	2018	300,000	-	300,000	-	-	300,000	30.12.2022 – 30.12.2023	HK\$154.90
Mr Stephan Horst Pudwill	15.10.2015	2008	100,000	-	-	-	-	-	15.10.2016	HK\$27.10
	21.3.2018	2018	50,000	25,000	-	(12,500)	-	12,500	15.3.2019 – 15.3.2022	HK\$47.00
	21.12.2020	2018	100,000	50,000	-	(50,000)	-	-	21.12.2020 – 21.12.2021	HK\$107.00
	30.12.2021	2018	50,000	-	50,000	-	-	50,000	30.12.2022 – 30.12.2023	HK\$154.90
Mr Joseph Galli Jr ⁽⁴⁾ ⁽⁵⁾	17.12.2014	2008	300,000	-	-	-	-	-	17.12.2015 – 17.12.2017	HK\$25.85
	15.10.2015	2008	1,000,000	-	-	-	-	-	15.10.2016 – 15.10.2017	HK\$27.10
	19.8.2016	2008	1,000,000	-	-	-	-	-	31.8.2016	HK\$30.50
	21.3.2018	2018	514,000	257,000	-	(128,500)	-	128,500	15.3.2019 – 15.3.2022	HK\$47.00
	3.1.2020	2018	1,000,000	1,000,000	-	-	-	1,000,000	On or about 1.1.2025	HK\$64.70
	21.12.2020	2018	1,000,000	-	-	-	-	-	21.12.2020	HK\$107.00
	4.3.2021	2018	1,000,000	-	1,000,000	(1,000,000)	-	-	4.3.2021	HK\$121.40
	4.3.2021	2018	1,000,000	-	1,000,000	-	-	1,000,000	On or about 1.1.2025	HK\$121.40
	31.12.2021	2018	1,000,000	-	1,000,000	-	-	1,000,000	On or about 1.1.2025	HK\$155.20

Name of Directors	Date of Award	Share award scheme category	Number of awarded shares	Number of shares					Closing price at the Date of Award	
				As at January 1, 2021	Awarded during the year	Vested during the year	Lapsed during the year	As at December 31, 2021		Vesting Period
Mr Kin Wah Chan	15.10.2015	2008	100,000	-	-	-	-	-	15.10.2016	HK\$27.10
	21.3.2018	2018	50,000	25,000	-	(12,500)	-	12,500	15.3.2019 – 15.3.2022	HK\$47.00
	21.12.2020	2018	100,000	50,000	-	(50,000)	-	-	21.12.2020 – 21.12.2021	HK\$107.00
	30.12.2021	2018	50,000	-	50,000	-	-	50,000	30.12.2022 – 30.12.2023	HK\$154.90
Mr Chi Chung Chan	15.10.2015	2008	100,000	-	-	-	-	-	15.10.2016	HK\$27.10
	21.3.2018	2018	50,000	25,000	-	(12,500)	-	12,500	15.3.2019 – 15.3.2022	HK\$47.00
	21.12.2020	2018	100,000	50,000	-	(50,000)	-	-	21.12.2020 – 21.12.2021	HK\$107.00
	30.12.2021	2018	50,000	-	50,000	-	-	50,000	30.12.2022 – 30.12.2023	HK\$154.90
Prof Roy Chi Ping Chung GBS BBS JP	21.12.2020	2018	10,000	10,000	-	(5,000)	-	5,000	21.12.2021 – 21.12.2022	HK\$107.00
	30.12.2021	2018	12,500	-	12,500	-	-	12,500	30.12.2022	HK\$154.90
Mr Camille Jojo	4.1.2017	2008	11,500	-	-	-	-	-	4.1.2017	HK\$28.00
	8.1.2018	2008	10,500	-	-	-	-	-	8.1.2018	HK\$51.50
	2.1.2019	2018	10,000	-	-	-	-	-	2.1.2019	HK\$41.10
	20.5.2019	2018	150,000	100,000	-	(50,000)	-	50,000	20.5.2020 – 20.5.2022	HK\$50.20
	3.1.2020	2018	12,500	-	-	-	-	-	3.1.2020	HK\$64.70
	21.12.2020	2018	10,000	10,000	-	(5,000)	-	5,000	21.12.2021 – 21.12.2022	HK\$107.00
	31.12.2020	2018	10,500	-	-	-	-	-	31.12.2020	HK\$110.60
	30.12.2021	2018	18,000	-	18,000	(5,500)	-	12,500	30.12.2021 – 30.12.2022	HK\$154.90
Mr Peter David Sullivan	21.12.2020	2018	10,000	10,000	-	(5,000)	-	5,000	21.12.2021 – 21.12.2022	HK\$107.00
	30.12.2021	2018	12,500	-	12,500	-	-	12,500	30.12.2022	HK\$154.90
Mr Johannes-Gerhard Hesse	21.12.2020	2018	10,000	10,000	-	(5,000)	-	5,000	21.12.2021 – 21.12.2022	HK\$107.00
	30.12.2021	2018	12,500	-	12,500	-	-	12,500	30.12.2022	HK\$154.90
Mr Robert Hinman Getz	21.12.2020	2018	10,000	10,000	-	(5,000)	-	5,000	21.12.2021 – 21.12.2022	HK\$107.00
	30.12.2021	2018	12,500	-	12,500	-	-	12,500	30.12.2022	HK\$154.90
Ms Virginia Davis Wilmerding	30.12.2021	2018	12,500	-	12,500	-	-	12,500	30.12.2022	HK\$154.90
Mr Christopher Patrick Langley OBE (retired after the conclusion of the annual general meeting of the Company held on May 14, 2021)	21.12.2020	2018	10,000	10,000	-	(10,000) ⁽⁶⁾	-	-	21.12.2021 – 21.12.2022	HK\$107.00
Mr Vincent Ting Kau Cheung (passed away on July 31, 2021)	21.12.2020	2018	10,000	10,000	-	(10,000) ⁽⁷⁾	-	-	21.12.2021 – 21.12.2022	HK\$107.00
Total			12,493,500	2,602,000	3,530,500	(2,141,500)	-	3,991,000		

Notes:

- (1) All the awarded shares are purchased from the market.
- (2) At the end of the year, the average fair value per share is HK\$75.82. The average fair value of the awarded shares is based on the average purchase cost.
- (3) During the reporting year, a total of 4,750,000 shares were purchased at an aggregate consideration of US\$81,251,000 for satisfying the awards granted pursuant to the 2018 Share Award Scheme.
- (4) As to the agreement for the separate 5,000,000 awarded shares to be granted to Mr Joseph Galli Jr between 2020 to 2024 in five equal tranches (i.e. 1,000,000 awarded shares per year) provided the Company meets certain performance criteria each year, the first, second and third tranches of 1,000,000 shares were awarded to Mr Galli on January 3, 2020, March 4, 2021 and December 31, 2021 respectively. Details of the remaining 2,000,000 awarded shares to be granted as disclosed above are not included.
- (5) As to the agreement for the 1,000,000 shares and 5,000,000 shares might be granted subject to, inter alia, the achievement of performance criteria for the year of 2021 and the years between 2022 to 2026 respectively as disclosed above are not included.
- (6) The Board has, at its discretion, approved the vesting of a total of 10,000 shares to Mr Christopher Patrick Langley upon his retirement.
- (7) The Board has approved the total of 10,000 shares deemed to be vested to Mr Vincent Ting Kau Cheung on July 30, 2021 upon his demise in accordance with the rules of the 2018 Share Award Scheme.

Company Secretary

The Company Secretary is responsible for ensuring that Board procedures are followed. All Directors have access to the advice and services of the Company Secretary. The Company Secretary is also responsible for facilitating information flow and communication among Directors as well as with Shareholders and management of the Company. The Company Secretary is an employee of the Company and is appointed by the Board. The Company Secretary undertook over 15 hours of professional training to update her skills and knowledge every year.

Accountability and Audit

The Board acknowledges its responsibility for overseeing the preparation of the accounts of the Group which give a true and fair view of the Group's state of affairs, results and cash flows for the year.

The Board will present a balanced, clear and understandable assessment of annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to the regulators as well as information required to be disclosed pursuant to statutory requirements.

Risk Management and Internal Controls

Effective risk management and internal control systems are vital in order to achieve long term goals of the Group through identifying and evaluating the Group's risks and formulating appropriate mitigating controls. The Board continuously monitors and reviews key internal control policies which include delegated authorities, non-audit services, treasury management policy, policy on market disclosure and investor and media relations, as well as key risk management functions which include legal, insurance, human resources, capital management and treasury. The Board conducts an annual review of the effectiveness of the risk management and internal control systems of the Company, which is designed to manage and minimize risks of failure in operational systems, and to provide reasonable but not absolute assurance that material misstatement or loss can be avoided.

The internal audit function is essential for providing an independent and objective assurance to the Audit Committee and the Board in controlling the internal business environment. The internal audit function maintains independent review continuously on key business aspects in accordance with the annual audit plan, and report the key findings to the Board through the Audit Committee. In addition, the Internal Auditor of the Company reports periodically to the Audit Committee and communicates with the Chairman of the Audit Committee regularly so as to evaluate and manage significant risks that may be identified throughout. The internal audit function also regularly reviews the adequacy of resources, the completeness and accuracy of risk assessments, risk reporting and adequacy of risk mitigation efforts.

The Board, together with the Audit Committee, focus on strengthening the Group's risk management culture, ensuring the whole risk management framework is adequate and effective and overseeing the internal audit function. The Group continuously reviews its risk framework in light of substantial changes and pursues improvements of enterprise risk management. A whistle blowing policy (the "Whistle Blowing Policy") has been adopted in order to detect and identify improprieties and bring the issues to the attention of the management, the Audit Committee as well as the Board. Furthermore, the Group regularly conducts in-house anti-bribery training to bolster the Group's anti-corruption culture.

The Board, and in particular the Audit Committee, conducts a continuous review of the effectiveness of the Group's risk management and internal control systems that have been put in place. The reviews covering financial, operational, and compliance controls and risk management performed in 2021 included:

- the organization structure and delegated authorities.
- the adequacy and performance of accounting and financial reporting functions.
- the regular internal audit updates and the strategic and annual operating plan.

- the risk management process including formal risk assessment at the enterprise level upon discussions with senior management responsible for day-to-day management of significant risks.
- the scope and quality of management's ongoing monitoring of risks and internal control system and the effectiveness of the Company's procedures relating to statutory and regulatory compliance.

The Company identifies, assesses and prioritizes the risks that are most relevant to the Company's success according to their likelihood and impacts. Risk assessment is conducted with the objective to improve the design and effectiveness of the Company's internal control. Mitigation plans or controls enhancement are developed and implemented by business units based on the risk assessment. The Company also reviews its risk framework on an ongoing basis considering substantial changes and pursues improvements of enterprise risk management.

The procedures and internal controls for handling and disseminating of inside information are governed by the Model Code, the Code for Securities Transactions by Relevant Employees, the Whistle Blowing Policy, the Policy on Market Disclosure, Investor and Media Relations with a view to ensure compliance with the Company's Articles of Association and the statutory and regulatory requirements that the Group is subject to.

In light of the above reviews and policies, the Board confirms that the Group's risk management and internal controls systems are effective and adequate.

External Auditors

Deloitte Touche Tohmatsu, the external auditors of the Group, provided the following audit and non-audit services to the Group in 2021:

Nature of Services	Amount (US\$ million)
External Audit Services	2.52
Taxation Services	0.94
Other Services	0.01

The other services provided by Deloitte Touche Tohmatsu comprised professional services conducted under the terms of specified engagements.

The nature and ratio of annual fees to external auditors for audit services and non-audit services are subject to scrutiny by the Audit Committee to ensure the independence of the external auditors. All non-audit services from external auditors are regulated by a Policy on Non-Audit Services published on the Company's website (www.ttigroup.com).

The Audit Committee and the external auditors of the Group meet twice a year without the presence of the management of the Group to enhance independent reporting by external auditors of the Group. In order to maintain effective communication with shareholders, the external auditors attended the 2021 Annual General Meeting to answer questions about the accounting policies, the auditor independence, the conduct of the audit and the preparation and content of the auditors' report.

Investor Relations and Shareholder Communications

The Company aims to maintain effective communication and on-going dialogue with its shareholders and investors particularly through the following major means:

Shareholders' Communication Policy

The Board has adopted the Shareholders' Communication Policy on March 22, 2012, which primarily covers the current practices for communicating with shareholders and is published on the Company's website (www.ttigroup.com). All the Company's circulars, announcements, notices and results of general meetings, annual and interim reports, and webcasts of results presentations conducted at press conferences, which are published on the Company's website (www.ttigroup.com), provide timely, efficient and accurate information to shareholders and investors. Essential information is communicated to the shareholders mainly through the Company's financial reports, general meetings and the information published on the Company's website (www.ttigroup.com) and the Stock Exchange's website (www.hkexnews.hk). In addition, the Company holds regular meetings with institutional shareholders and analysts and encourages shareholders to attend annual general meetings to communicate with Directors and management of the Company directly. Important shareholders' dates in the coming financial year are set out in the section headed "Corporate Information" of this annual report.

A Policy on Market Disclosure, Investor and Media Relations, published on the Company's website (www.ttigroup.com), ensures that the Company complies with its disclosure obligations under the Listing Rules and other applicable laws and regulations, and that all shareholders and potential investors have an equal opportunity to receive and obtain externally available information issued by the Company.

Shareholders' Rights

CONVENING OF EXTRAORDINARY GENERAL MEETING ON REQUISITION BY SHAREHOLDERS

Pursuant to Article 64 of the Articles of Association of the Company and sections 566-568 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong), shareholders holding at least 5% of the total voting rights of all the shareholders having a right to vote at general meetings of the Company (the "Requisitionists"), may request the Directors to convene an extraordinary general meeting ("EGM"). The written requisition must state the general nature of the business to be dealt with at the EGM and must be signed by the Requisitionists and sent to the registered office of the Company which is currently located at 29/F, Tower 2, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong for the attention of the Company Secretary. The requisition may consist of several documents in like form and may include the text of a resolution that may properly be moved and is intended to be moved at the EGM.

If the Directors do not, within 21 days after the date on which they become subject to the requirement, proceed duly to convene an EGM for a day not more than 28 days after the date of the notice convening the EGM, the Requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene an EGM. The EGM must be called for a date not more than three months after the date on which the Directors become subject to the requirement to call an EGM. Any reasonable expenses incurred by the Requisitionists by reason of the failure of the Directors duly to convene an EGM shall be repaid to the Requisitionists by the Company.

PROCEDURE FOR NOMINATING A PERSON FOR ELECTION AS A DIRECTOR

For the detailed procedure for shareholders to nominate a person to stand for election as Director, please refer to the written procedure named "Nomination of Directors by Shareholder" which is published on the Company's website (www.ttigroup.com).

PROCEDURE FOR DIRECTING SHAREHOLDERS' ENQUIRIES TO THE BOARD

The Company values feedback from shareholders on its efforts to promote transparency and foster investor relationships. Shareholders may address their comments, suggestions and/or enquires to the Board in writing through Investor Relations and Communication (contact details are set out in the section headed "Corporate Information" of this annual report).

PROCEDURE FOR PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS

Pursuant to Section 615 of the Companies Ordinance, shareholders may submit a written requisition to circulate a resolution at an annual general meeting ("AGM") if they: (a) represent at least 2.5% of the total voting rights of all shareholders having a right to vote on the resolution at the AGM to which the request relates; or (b) are at least 50 shareholders having a right to vote on the resolution at the AGM to which the request relates.

The written requisition must: (a) identify the resolution of which notice is to be given; (b) be signed by the requisitionists; (c) be sent to the registered office of the Company for the attention of the Company Secretary; and (d) be received by the Company not later than six weeks before the AGM to which the request relates or if later, the time at which notice is given of that AGM. Shareholders are requested to refer to Section 580 and 615 of the Companies Ordinance for further details.

Constitutional Document

No change has been made to the Company's constitutional document during 2021. The constitutional document of the Company was published on the Company's website (www.ttigroup.com) and the Stock Exchange's website (www.hkexnews.hk).

Board, Board Committee and General Meetings in 2021

A summary of attendance of Board, Board Committee and general meetings in 2021 are detailed in the following table:

	Meetings attended/Held in 2021				
	Board	Audit Committee	Nomination Committee	Remuneration Committee	General Meeting
Number of meeting(s) held during the year	5	4	3	3	1
Group Executive Directors					
Mr Horst Julius Pudwill	5/5		3/3		1/1
Mr Stephan Horst Pudwill	5/5				1/1
Mr Joseph Galli Jr	5/5				1/1
Mr Kin Wah Chan	5/5				1/1
Mr Chi Chung Chan	5/5				1/1
Non-executive Directors					
Prof Roy Chi Ping Chung GBS BBS JP	5/5				1/1
Mr Camille Jojo	5/5	4/4		3/3	1/1
Independent Non-executive Directors					
Mr Christopher Patrick Langley OBE ⁽¹⁾	3/3		1/2	1/1	1/1
Mr Peter David Sullivan	5/5	4/4		3/3	1/1
Mr Vincent Ting Kau Cheung ⁽²⁾	3/3	2/2	2/2	1/1	1/1
Mr Johannes-Gerhard Hesse	5/5	4/4	3/3		1/1
Mr Robert Hinman Getz ⁽³⁾	5/5	4/4	1/1	2/2	1/1
Ms Virginia Davis Wilmerding ⁽⁴⁾	3/3				1/1
Date(s) of meeting(s)	14.1.2021 3.3.2021 13.5.2021 11.8.2021 23.11.2021	1.3.2021 13.5.2021 10.8.2021 23.11.2021	1.3.2021 7.4.2021 10.8.2021	1.3.2021 10.8.2021 29.12.2021	14.5.2021

Notes:

- (1) Mr Christopher Patrick Langley OBE retired as Independent Non-executive Director after the conclusion of the 2021 Annual General Meeting.
- (2) Mr Vincent Ting Kau Cheung passed away on July 31, 2021.
- (3) Mr Robert Hinman Getz was appointed as a member of the Remuneration Committee and Nomination Committee with effect from July 19, 2021.
- (4) Ms Virginia Davis Wilmerding was appointed as Independent Non-executive Director with effect from April 9, 2021.