



**TOPSEARCH INTERNATIONAL (HOLDINGS) LIMITED**  
**至卓國際(控股)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2323)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Topsearch International (Holdings) Limited (“Company”) will be held at Fuji Room, Pacific Place, Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Monday, 5 June 2006 at 9:30 a.m., Hong Kong for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) granting the listing of, and permission to deal in, the 2008 Warrants (as hereinafter defined) and any shares of HK\$0.10 each (“Share”) in the share capital of the Company which may fall to be issued upon any exercise of subscription rights attaching to the 2008 Warrants, the directors of the Company be and are hereby authorised:

- (a) to create and issue warrants (“2008 Warrants”) which shall be in registered form and each shall be exercisable at any time between the date when dealings in the 2008 Warrants on the Stock Exchange commence and 31 October 2008 both days inclusive, to subscribe for Shares at an initial subscription price of HK\$1.20 per Share, subject to adjustment, on the terms and conditions set out in the draft warrant instrument, a copy of which instrument has been submitted to the Meeting marked “A” and signed for the purpose of identification by the Chairman of the Meeting, and to issue the same by way of bonus to the persons who were registered as shareholders of the Company (the “Shareholders”) at the close of business on 5 June 2006 in the proportion of one (1) 2008 Warrant for every ten (10) Shares then held provided that:
- (i) in the case of Shareholders whose registered addresses as shown on the register of members of the Company are not in Hong Kong and Macau at the close of business on 5 June 2006, the relevant 2008 Warrants shall not be granted to such persons but shall be aggregated and sold in the market as soon as practicable after dealings in the 2008 Warrants on the Stock Exchange commence and the net proceeds of sale, after deduction of expenses, shall be distributed to such persons pro rata to their respective entitlements unless the amount falling to be distributed to any such person shall be less than HK\$100 in which case such amount shall be retained for the benefit of the Company; and
- (ii) no fractional entitlements shall be granted to the Shareholders as aforesaid, but the fractional entitlements shall be aggregated and sold for the benefit of the Company;

- (b) to allot and issue to holders of any 2008 Warrants, upon the due exercise of the subscription rights attaching thereto, the appropriate number of new Shares; and
- (c) to do all such acts and things as they consider necessary or expedient to give effect to the foregoing arrangements.”

On behalf of the Board  
**Topsearch International (Holdings) Limited**  
**Cheok Ho Fung**  
*Chairman and Chief Executive Officer*

Hong Kong, 12 May 2006

*Hong Kong Head Office and principal place of business:*

3406, China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the branch share registrars of the Company in Hong Kong, Tengis Limited, situate at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

*As at the date of this announcement, the Board comprises Mr. Cheok Ho Fung, Mr. Wong Shui Hing, Mr. Ting Sui Ping and Mr. Ho Siu Man being the Executive Directors, Mr. Tang Yok Lam, Andy and Mr. Ng Kwok Ying, Alvin being the Non-executive Directors and Mr. Leung Shu Kin, Alfred, Mr. Wong Wing Kee and Mr. Look Guy being the Independent Non-executive Directors.*

\* *For identification purposes only*

Please also refer to the published version of this announcement in the South China Morning Post.