



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2007

The board of directors (the “Board” or “Directors”) of Topsearch International (Holdings) Limited (the “Company”) is pleased to announce the unaudited condensed consolidated interim financial statements of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 June 2007 together with comparative figures. The interim financial statements have been reviewed by the Company’s audit committee.

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

		Six months ended 30 June	
		2007	2006
		(Unaudited)	(Unaudited)
	Notes	HK\$'000	HK\$'000
REVENUE	3	760,743	865,112
Cost of sales		(697,626)	(712,847)
Gross profit		63,117	152,265
Other income	3	69,871	5,472
Selling and distribution costs		(59,320)	(57,749)
Administrative expenses		(37,756)	(48,433)
Other expenses		(8,188)	(2,530)
Finance costs	5	(21,069)	(22,510)
PROFIT BEFORE TAX	4	6,655	26,515
Tax	6	2,071	1,782
PROFIT FOR THE PERIOD		8,726	28,297
Attributable to equity holders of the parent		8,726	28,297
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
— Basic	7	1.02 cents	3.76 cents
— Diluted		N/A	3.75 cents
DIVIDEND	8	Nil	Nil

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET

	<i>Notes</i>	30 June 2007 (Unaudited) HK\$'000	31 December 2006 (Audited) HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment		1,403,403	1,431,532
Prepaid land lease payments		31,346	31,617
Interest in an associate		606	558
Rental and utility deposits		2,033	2,035
Prepaid rental, long term portion		1,097	1,184
Available-for-sale financial assets		2,001	1,758
Other receivables		528	1,755
Deposits paid for items of property, plant and equipment		8,323	11,096
Total non-current assets		1,449,337	1,481,535
CURRENT ASSETS			
Inventories		257,579	301,238
Trade receivables	9	341,395	401,244
Prepayments, deposits and other receivables		130,389	95,012
Tax recoverable		183	—
Pledged deposits		—	496
Cash and cash equivalents		80,678	111,639
Total current assets		810,224	909,629
CURRENT LIABILITIES			
Trade payables	10	311,907	381,329
Other payables and accruals		82,503	86,708
Interest-bearing bank loans		374,282	260,656
Current portion of a shareholder's loan		—	30,043
Finance lease payables		65,421	75,752
Tax payable		9,110	12,223
Total current liabilities		843,223	846,711
NET CURRENT ASSETS/(LIABILITIES)		(32,999)	62,918
TOTAL ASSETS LESS CURRENT LIABILITIES		1,416,338	1,544,453
NON-CURRENT LIABILITIES			
Interest-bearing bank loans		181,495	306,350
Finance lease payables		87,491	100,998
Deferred tax liabilities		25,030	28,030
Total non-current liabilities		294,016	435,378
Net assets		1,122,322	1,109,075
EQUITY			
Issued capital	11	85,760	85,760
Reserves		1,036,562	1,023,315
Total equity		1,122,322	1,109,075

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

30 June 2007

1. Accounting policies and basis of preparation

The condensed consolidated interim financial statements for the six months ended 30 June 2007 are prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”. The accounting policies and the basis of preparation adopted in the preparation of the interim financial statements are the same as those used in the preparation of the Group’s annual financial statements for the year ended 31 December 2006, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”), which are adopted for the first time for the current period’s financial statements:

HKAS 1 Amendment	Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC)-Int 7	Applying the Restatement Approach under HKAS 29 <i>Financial Reporting in Hyperinflationary Economies</i>
HK(IFRIC)-Int 8	Scope of HKFRS 2
HK(IFRIC)-Int 9	Reassessment of Embedded Derivatives
HK(IFRIC)-Int 10	Interim Financial Reporting and Impairment

The adoption of these new and revised HKFRSs has had no material impact on the accounting policies of the Group and the method of computation in the Group’s interim financial statements.

2. Segment information

Segment information of the Group is presented by business segment and geographical segment. The business segment reporting basis is chosen as the primary segment reporting format as this is more relevant to the Group’s internal financial reporting.

(a) Business segments

No further business segment information is presented as the manufacture and sale of printed circuit boards is the only major business segment of the Group.

(b) Geographical segments

In determining the Group’s geographical segments, revenues are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets.

The segment revenue of the Group by geographical area is analysed as follows:

	For the six months ended	
	30 June 2007 (Unaudited) <i>HK\$'000</i>	30 June 2006 (Unaudited) <i>HK\$'000</i>
Asia, excluding the People's Republic of China (the "PRC"), Hong Kong and Taiwan	316,905	355,327
The PRC, including Hong Kong	198,648	228,931
Taiwan	55,976	114,413
North America	77,285	70,011
Europe	111,929	96,430
	760,743	865,112

As the Group's production facilities are all located in the Guangdong Province, the PRC, no further geographical segment information on assets and capital expenditure is provided.

3. Revenue and other income

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns, rebates and trade discounts.

An analysis of revenue and other income is as follows:

	For the six months ended	
	30 June 2007 (Unaudited) <i>HK\$'000</i>	30 June 2006 (Unaudited) <i>HK\$'000</i>
Revenue		
Sales of goods	760,743	865,112
Other income		
Insurance compensation for business interruption	66,273	—
Tooling income	2,147	4,539
Bank interest income	1,432	913
Others	19	20
	69,871	5,472

4. Profit before tax

The Group's profit before tax is arrived at after charging/(crediting):

	For the six months ended	
	30 June 2007 (Unaudited) HK\$'000	30 June 2006 (Unaudited) HK\$'000
Cost of inventories sold	697,626	712,847
Depreciation	82,475	83,587
Recognition of prepaid land lease payments	350	318
Foreign exchange differences, net	1,758	1,978
Bank interest income	(1,432)	(913)
	<u>697,626</u>	<u>712,847</u>

5. Finance costs

	For the six months ended	
	30 June 2007 (Unaudited) HK\$'000	30 June 2006 (Unaudited) HK\$'000
Interest expenses on:		
Bank loans and overdrafts wholly repayable within five years	15,805	18,017
Shareholder's loan	55	660
Finance leases	5,209	4,928
	<u>21,069</u>	<u>23,605</u>
Total interest	21,069	23,605
Less: Interest capitalised	—	(1,095)
	<u>21,069</u>	<u>22,510</u>

6. Tax

	For the six months ended	
	30 June 2007 (Unaudited) HK\$'000	30 June 2006 (Unaudited) HK\$'000
Current — the PRC, other than Hong Kong	929	2,158
Deferred tax	(3,000)	(3,940)
	<u>(2,071)</u>	<u>(1,782)</u>

PRC corporate income tax has been provided on the assessable profits generated by certain subsidiaries of the Group at the rate of 15% during the period. No Hong Kong profits tax has been provided as the Group did not generate any assessable profits arising in Hong Kong during the current period.

7. Earnings per share

The calculation of basic earnings per share is based on the Group's profit attributable to the ordinary equity holders of the parent of HK\$8,726,000 for the period (2006: HK\$28,297,000) and the weighted average of 857,600,000 (2006: 752,572,376) ordinary shares in issue during the period.

In the prior period, the calculation of diluted earnings per share was based on the Group's profit attributable to the ordinary equity holders of the parent of HK\$28,297,000. The weighted average number of ordinary shares used in the calculation was the 752,572,376 weighted average number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average of 1,930,659 ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential ordinary shares into ordinary shares.

8. Dividend

The directors do not recommend the payment of any interim dividend for the six months ended 30 June 2007 (2006: Nil).

9. Trade receivables

Credit is offered to customers following a financial assessment by the Group. Periodic reviews on the credit limits are performed with regard to the customers' established payment record. The Group's credit period varies and depends on individual trade customers, ranging from 30 to 120 days. The Group closely monitors its outstanding trade receivables and overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

An aged analysis of the trade receivables as at the balance sheet date, based on the payment due date, is as follows:

	30 June 2007 (Unaudited) HK\$'000	31 December 2006 (Audited) HK\$'000
Current — 30 days	293,619	349,848
31 — 60 days	29,346	30,958
61 — 90 days	13,677	12,077
Over 90 days	4,753	8,361
	341,395	401,244

10. Trade payables

An aged analysis of the trade payables as at the balance sheet date, based on the date of the receipt of the respective goods and services, is as follows:

	30 June 2007 (Unaudited) HK\$'000	31 December 2006 (Audited) HK\$'000
Current — 30 days	219,350	269,169
31 — 60 days	33,298	44,988
61 — 90 days	26,012	22,913
Over 90 days	33,247	44,259
	<u>311,907</u>	<u>381,329</u>

Included in the trade payables are trade payables of HK\$36,284,000 (31 December 2006: HK\$37,972,000) due to related companies which are repayable, on average, within 90 days, which represent similar credit terms to those offered by the related companies to their major customers.

The trade payables are non-interest bearing and are normally settled on terms of 30 days to 120 days.

11. Share capital

	30 June 2007 (Unaudited) HK\$'000	31 December 2006 (Audited) HK\$'000
Authorised: 2,000,000,000 ordinary shares of HK\$0.1 each	<u>200,000</u>	<u>200,000</u>
Issued and fully paid: 857,600,000 (31 December 2006: 857,600,000) ordinary shares of HK\$0.1 each	<u>85,760</u>	<u>85,760</u>

Business Review

For the six months ended 30 June 2007, the Group's revenue decreased to approximately HK\$761 million, representing a decrease of 12% over that of the same period in 2006 due to the business interruption caused by the fire incident. Operating profit before interest and tax was HK\$28 million, showing a decrease of 43% over the last period of HK\$49 million. Profit attributable to shareholders amounted to HK\$8.7 million, as compared to HK\$28 million in the same period in 2006. Basic earnings per share were 1.02 Hong Kong cents, as compared to 3.76 Hong Kong cents in the first half of 2006.

During the period under review, the Group's business operation had been interrupted by the fire incident occurred in December 2006 in Shekou plant whereas the production volume of high layer count boards had been reduced in the Shekou plant. The resulting business interruption led to reduction in output and increase in production overheads and expenses per product unit. Production only reached an average

utilization rate of 68%. Despite being further affected by the continuing rising of raw materials prices, the Group managed to earn profit before tax of HK\$6.7 million in the first half of 2007.

The Group had made adequate coverage under an “all risks” insurance policy on the value of its assets and normal business operations. As at the date of the interim report, the Group successfully obtained a written confirmation from the insurance underwriter through the insurance broker on the total relevant recoverable claim amount of approximately HK\$85 million for both asset damages and loss of operating profit arising from the business interruption caused by the fire incident.

In view of the continuing increase in production and labor costs in Shenzhen, the Group will speed up the pace of increasing the production capacity in the Shaoguan plant by relocation of machinery from the existing plant in Shekou. Based on the latest relocation plan, the production capacity of the Shaoguan plant is expected to reach 1.5 million square feet per month by the end of the second quarter of 2008. The Shekou plant will continue to be downsized and focused on higher layered boards and high density interconnect (“HDI”) production to sustain the high operation costs and achieve a reasonable profit. It is expected that total production capacity of the Shaoguan and Shekou plants be around 1.8 million square feet per month by the end of 2007. The management is of the opinion that when the relocation is complete and both plants are running smoothly, the performance of the Group will be improved tremendously.

As at the date of the interim report, the construction of the Tongliao plant had substantially been completed. It is expected that the trial production of the Tongliao plant shall commence by the last quarter of this year. Due to the relatively small scale of production of this new plant, it is not expected that significant profit contribution will be made by this plant to the Group in 2007. Taking into account the substantial increase in manufacturing costs in the Guangdong areas of the PRC, the Group considers that it is beneficial to shift part of its production to Tongliao which has a lower cost base. To cope with future expansion plan in Tongliao plant, the Group entered into an agreement on 23 August 2007, for a consideration of RMB71 million, to acquire two pieces of land that is adjacent to the existing Tongliao plant. The Group will pay around RMB53 million of the consideration by issuing 93,400,000 new ordinary shares at HK\$0.58 per share with the outstanding balance of around RMB18 million to be settled by internal resources or new equity shares on or before 31 December 2008.

Prospects

As mentioned earlier, the aftermath of the fire incident incurred at the end of last year has been underestimated. The most disturbing factor of the incident being recognized is the delay in further moving production output to our Shaoguan plant, where lower production costs are possible. To ensure a satisfactory negotiation of insurance claims with our insurance underwriter, the Company has exerted great efforts to resume the production levels previously achieved in the Shekou plant so that a reasonable level of insurance claims for business interruption can be negotiated and obtained. This turned out to be back fire in the sense that further downsizing of the Shekou plant has been delayed. Now that the insurance claims has been satisfactorily settled and the Company can move on to realize its original plan in cost cutting and downsizing.

Nowadays, it is a generally accepted opinion that PRC has adopted complex rules and regulations which will bring more operating difficulties to all manufacturing industries. Industries which are using a lot of energy and water resources, highly labour intensive and containing elements of pollution will be affected most. Unfortunately, the printed circuits board industry falls into this category one way or the other. Meanwhile, the decision of the Group few years ago to re-locate manufacturing plants into less developed areas such as Qujiang in Shaoguan and Tongliao in Inner-Mongolia proved to be correct since the adoption of all such complex rules and regulations may be more favourable in these areas and therefore giving us more time to meet such high standard requirements, though costs and efforts of such relocation may also be substantial.

In view of such difficulties in meeting higher standards in terms of environmental protection, savings in energies and water resources and laws in human resources employment in manufacturing industries initiated by PRC as a state policy, the Group is intending to explore to diversify its business portfolio into other areas such as resources, logistic business etc. and is in the process of carrying out review on the core competence and capability of the Group for achieving such diversification where efforts and costs in meeting such standards can be relatively lower and therefore return of investment can be higher. As at the date of the interim report, no project has been identified and no concrete plan has been laid down. The Group will diligently carry out feasibility study in various projects available for evaluation and invite business partners for any possible development.

As far as the core business of the Group is concerned, the Group would assume a more conservative optimism in improving its profit margin through higher production output and better product mix arrangement when relocation can be completed towards the first half of next year.

Financial Review

Liquidity and financial resources

The Group generally finances operations through a combination of internally generated cash flows, shareholders' equity and borrowings from banks.

As at 30 June 2007, the Group had total assets of HK\$2,260 million (31 December 2006: HK\$2,391 million) and interest-bearing borrowings of HK\$709 million (31 December 2006: HK\$774 million), representing a gearing ratio, defined as interest-bearing borrowings over total assets, of 31% (31 December 2006: 32%).

The Group's net current liabilities of HK\$33 million (31 December 2006: net current assets of HK\$63 million) consisted of current assets of HK\$810 million (31 December 2006: HK\$910 million) and current liabilities of HK\$843 million (31 December 2006: HK\$847 million), representing a current ratio of 0.96 (31 December 2006: 1.07). Certain banking facilities granted to the Group have stipulated financial covenants including current ratio of not less than one. As at the balance sheet date, such a covenant was breached by the Group, which was subsequently ratified by the respective banks.

As at 30 June 2007, the Group's current assets consisted of HK\$81 million (31 December 2006: HK\$112 million) held as cash and cash equivalents, of which 36% was in Hong Kong dollars ("HKD"), 37% was in United States dollars ("USD"), 23% was in Renminbi ("RMB") and 4% in other currencies.

Interest-bearing borrowings

Of the total interest-bearing borrowings, HKD denominated loans accounted for 81% (31 December 2006: 82%) and the 19% (31 December 2006: 18%) balance were USD denominated loans as at 30 June 2007. Almost all of interest-bearing borrowings are charged with floating rates. The Board does not recognize a significant seasonality of borrowing requirements.

Material acquisitions or disposals

The Group neither held any significant non-consolidated investments nor underwent any material acquisitions or disposals of subsidiaries and associates during the first half of 2007.

Foreign Exchange Exposure

Sales of the Group's products are principally denominated in USD and the purchases of materials and payments of operational expenses are mainly denominated in USD, HKD and RMB. Approximately 40% of the Group's purchases and expenses are denominated in RMB. As the Group imported a substantial portion of its critical raw materials and machines from overseas which were non-RMB denominated, this would help to mitigate the full effects arising from RMB appreciation.

Currently, the Group has not entered into any financial instrument for hedging purpose. Nevertheless, the Board will continue to monitor foreign exchange exposure in the future and will consider hedging such exposure to minimize exchange risk should the need arise.

Number and remuneration of employees

As at 30 June 2007, excluding the associate, the Group had approximately 7,057 employees (31 December 2006: 7,900). Under the Group's remuneration policy, employees are rewarded in line with market rate and in compliance with statutory requirements of all jurisdictions where it operates.

Contingent liabilities

On 1 March 2006, a former customer has filed a claim against one of the subsidiaries of the Company seeking incidental and consequential damages associated with the alleged failures of the products sold by the subsidiary and claimed the subsidiary for damages amounting to about US\$8 million.

Based on the incomplete information that the plaintiff has provided for the relevant claimed damages, it is conservatively estimated that the total damages may amount to be around US\$2.4 million. And it is the opinion of the legal counsel that there would be greater than 50% likelihood that each of the three parties to this matter will be found responsible for some portion of the claimed damages and therefore a provision for one-third of such US\$2.4 million estimated amount of total damages has been made in the interim financial statements.

Capital commitments

As at 30 June 2007, the Group's capital commitments contracted but not provided for amounted to HK\$64 million (31 December 2006: HK\$81 million). All of these capital commitments were related to construction of factory buildings and acquisition of plant and machinery.

Post balance sheet event

On 23 August 2007, the Company entered into an agreement (the “Land Acquisition Agreement”) with Majestic Wealth Limited, a company incorporated in Samoa and a third party independent of the Group and connected persons of the Group, in relation to the purchase of two parcels of contiguous vacate industrial land located in phrase II of Tongliao Economic Development Zone, Inner Mongliao, the PRC with a site area of approximately 279,933 square meter (the “Land”). Pursuant to the Land Acquisition Agreement, the Company has conditionally agreed to acquire the Land from Majestic Wealth Limited for a consideration of RMB71,000,000 (equivalent to HK\$72,988,000). The Company will finance RMB52,696,498 (equivalent to HK\$54,172,000) of the consideration by issuing 93,400,000 new ordinary shares at HK\$0.58 per share (the “Land Consideration Shares”) with the outstanding balance of RMB18,303,502 (equivalent to HK\$18,816,000) to be settled on or before 31 December 2008. The Land Consideration Shares to be allocated and issued will, when issued and fully paid, rank *pari passu*, in all respects with the existing ordinary shares in issue.

Pursuant to the Building Agency Agreement dated 28 June 2005 entered into by a wholly-owned subsidiary of the Company and Majestic Wealth Limited, Majestic Wealth Limited agreed to manage the building process of the manufacturing plant in Tongliao and paid for the construction costs in advance on behalf of the subsidiary. As at balance sheet date, an amount of RMB53,189,963 (equivalent to HK\$54,679,282) (the “Loan”) was due to Majestic Wealth Limited.

On 23 August 2007, Sure-Get Securities Limited, a company incorporated in the British Virgin Islands and a third party independent of the Group and connected persons of the Group, acquired the Loan from Majestic Wealth Limited. Pursuant to an agreement entered into between the Company and Sure-Get Securities Limited (the “Debt Settlement Agreement”), the Company will issue 49,000,000 new ordinary shares at HK\$0.58 per share (the “Loan Consideration Shares”) for repayment of approximately RMB27,645,914 (equivalent to HK\$28,420,000). The outstanding balance of RMB25,544,049 (equivalent to HK\$26,259,282) will be settled on or before 31 December 2008.

The Land Acquisition Agreement and the Debt Settlement Agreement are not inter-conditional.

Material changes

Except for disclosed in the post balance sheet event, there have been no material changes in respect of such matters since the publication of the latest 2006 annual report.

Purchase, sale or redemption of the Company’s Listed Securities

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the period.

Code on Corporate Governance Practices

The Board of Directors and the senior management of the Company (the “Senior Management”) are of the opinion that during the first half year of 2007, the Company has complied with the “Code on Corporate Governance Practices” (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) except for the deviation as stated in the section “Compliance with CG Code”.

The Board of Directors is committed to the transparency, accountability and independence highlighted by the principles of the CG Code to better enhance the shareholders’ value and proper management of corporate assets in the following ways:

1. ensuring the decision-making process, risk management process, internal audit and controls, disclosure of information and the communication with stakeholders are carried out in accordance with good management practices and compliance with the respective regulatory standards;
2. cultivating a culture of integrity, transparency and accountability for the Company, its staff and Directors and emphasizing the importance of their roles in such an environment; and
3. adopting quality standards widely recognised to foster quality management in every aspect of daily operations to enhance the performance and value of the Company as a whole.

Compliance with CG Code

The Directors confirm that, for the six months ended 30 June 2007, the Company has complied with the CG Code save for the deviation mentioned below:

Mr. Cheok Ho Fung is the Chairman as well as the Chief Executive Officer of the Company. This arrangement deviates from the provision of A.2.1 of the CG Code, which provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

The Directors are of the opinion that the current arrangement will provide stronger leadership of the management for the Group and enable effective business planning. The Directors believe that it does not have a material adverse impact on the corporate governance of the Company.

The Board of Directors will carry out a review in the following year and propose any amendment, if necessary, to ensure compliance with the CG Code provisions as set out in the Listing Rules.

Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”)

The Company has adopted a code of conduct (the “Own Code”) regarding securities transactions by Directors on terms no less exacting than the required standard set out in the Model Code.

The Company, having made specific enquiries, confirms that members of the Board have complied with the Model Code and the Own Code throughout the six months ended 30 June 2007. Members of the senior management, who, due to their position in the Company, are likely to be in possession of unpublished price sensitive information, have also complied with the provisions of the Model Code and the Own Code.

The Board of Directors

As at the date of the publication of this Interim Results Announcement, the Board of Directors consists of twelve Directors with a variety and a balance of skills and experience in accounting, manufacturing, marketing, finance, investment and legal professions. Their brief biographical particulars are set out in 2006 annual report. The detailed composition of the Board of Directors in the current period is as follows:

Name of Directors	Position
<i>Executive Directors</i>	
Mr. Cheok Ho Fung	Chairman and Chief Executive Officer
Mr. Ting Sui Ping	Marketing Director & Executive Committee Member
Mr. Liu Wai On (Appointed on 12 July 2007)	Director & Executive Committee Member
Mr. Tong Nelson Chi Wing (Appointed on 12 July 2007)	Director & Executive Committee Member
Mr. Kwok Chi Kwong, Danny (Appointed on 12 July 2007)	Director & Executive Committee Member
<i>Non-Executive Directors</i>	
Mr. Tang Yok Lam, Andy	Member of remuneration committee and nomination committee
Mr. Ng Kwok Ying, Alvin	Member of audit committee
Mr. Mok Cham Hung, Chadwick	

Name of Directors	Position
<i>Independent Non-Executive Directors</i>	
Mr. Leung Shu Kin, Alfred	Chairman of remuneration committee, member of audit committee and nomination committee
Mr. Wong Wing Kee	Member of audit committee and Chairman of nomination committee
Mr. Ng Kee Sin	Chairman of audit committee
Mr. Xiang Dong	(Appointed on 12 July 2007) Member of audit committee, nomination committee and remuneration committee

Sufficiency of Public Float

Based on the information that was publicly available to the Company and within the knowledge of the Directors, less than 25% of the Company's total issued share capital was held by the public as at the date of 2006 annual report. Various announcements of the Company had been published on 22 May 2007, 26 June 2007 and 30 July 2007 to update the shareholders of the Company and the public about the status of progress in relation to the insufficient public float of the Company.

With reference to the recent announcement of the Company published on 27 August 2007 ("Announcement"), upon completion of the Land Acquisition Agreement (as defined in the Announcement) and Debt Settlement Agreement (as defined in the Announcement), the public float of the Company will be 27.82%, which is above the minimum public float requirements required by Rule 8.08 of the Rules Governing the Listing of Securities of the Stock Exchange. Application had been made and approval had been obtained from the Stock Exchange for the listing of and permission to deal in the Land Consideration Shares (as defined in the Announcement) and the Loan Consideration Shares (as defined in the Announcement).

Publication of Interim Report on the Website of the Stock Exchange

The 2007 Interim Report of the Company containing all the information required by the Listing Rules will be published on the websites of the Company (www.topsearch.com.hk) and the Stock Exchange (www.hkex.com.hk) in due course.

Appreciation

On behalf of the Board, I would like to extend our gratitude and sincere appreciation to all management and staff members for their diligence and dedication, and also to our business partners and the Company's shareholders for their continuing support.

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

Hong Kong, 21 September 2007

As at the date of this announcement, the Board comprises Mr. Cheok Ho Fung, Mr. Ting Sui Ping, Mr. Liu Wai On, Mr. Tong Nelson Chi Wing and Mr. Kwok Chi Kwong, Danny being executive directors, Mr. Tang Yok Lam, Andy, Mr. Ng Kwok Ying, Alvin and Mr. Mok Cham Hung, Chadwick being non-executive directors, and Mr. Leung Shu Kin, Alfred, Mr. Wong Wing Kee, Mr. Ng Kee Sin and Mr. Xiang Dong as independent non-executive directors.

* *for identification purposes only*