
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Topsearch International (Holdings) Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TOPSEARCH INTERNATIONAL (HOLDINGS) LIMITED

至卓國際（控股）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES OF THE COMPANY
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Topsearch International (Holdings) Limited to be held at Room 2402, China Merchants Tower, Shun Tak Centre 168-200, Connaught Road Central, Hong Kong on Friday, 6 June 2008 at 10:00 a.m. is set out on pages 18 to 21 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk).

If you do not propose to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

28 April 2008

* for identification purposes only

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DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Room 2402, China Merchants Tower, Shun Tak Centre 168-200, Connaught Road Central, Hong Kong on Friday, 6 June 2008 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 21 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 3(a) of the Letter from the Board in this circular;
“Bye-laws”	the bye-laws of the Company;
“Company”	Topsearch International (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board in this circular;
“Latest Practicable Date”	25 April 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong.

LETTER FROM THE BOARD



TOPSEARCH INTERNATIONAL (HOLDINGS) LIMITED

至卓國際（控股）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

Executive Directors:

CHEOK Ho Fung

(Chairman and Chief Executive Officer)

LIU Wai On

KWOK Chi Kwong, Danny

TONG Nelson Chi Wing

Non-executive Directors:

NG Kwok Ying, Alvin

TANG Yok Lam, Andy

Independent Non-executive Directors:

LEUNG Shu Kin, Alfred

WONG Wing Kee

NG Kee Sin

XIANG Dong

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Principal Place of Business:

3406, China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

To the Shareholders

28 April 2008

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES OF THE COMPANY
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the re-election of Directors retiring at the Annual General Meeting; (ii) the granting of the Buyback Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors; and (iv) the extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buyback Mandate.

* for identification purposes only

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 99 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third, shall retire from office such that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall include any Director who wishes to retire and does not offer himself for re-election and those who have been longest in office since their last election or appointment but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Pursuant to Bye-law 102(B) of the Bye-laws, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Pursuant to Bye-law 99 of the Bye-laws, Mr. Cheok Ho Fung and Mr. Wong Wing Kee shall retire at the Annual General Meeting. In addition, Mr. Liu Wai On, Mr. Kwok Chi Kwong, Danny and Mr. Xiang Dong, being Directors appointed by the Directors after the Company's annual general meeting held on 8 June 2007, will hold office only until the Annual General Meeting pursuant to Bye-law 102(B) of the Bye-laws. All the retiring Directors, being eligible, will offer themselves for re-election.

Mr. Tong Nelson Chi Wing, being a Director appointed by the Board after the Company's annual general meeting held on 8 June 2007, should retire at the forthcoming Annual General Meeting. However, he had tendered his resignation as Director which will be effective on 30 April 2008 and was accepted by the Board on 25 April 2008. He is therefore not subject to the rotational retirement at the Annual General Meeting.

Brief biographical details of the retiring Directors are set out in Appendix III (Details of Directors proposed to be re-elected at Annual General Meeting) to this circular.

3. BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 8 June 2007, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates will expire at the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of the following new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 4 and 5 set out in the notice of the Annual General Meeting. With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase or issue any Shares pursuant thereto.

Subject to the passing of the ordinary resolution no. 5 set out in the notice of the Annual General Meeting and on the basis that no further Shares would be issued prior to the Annual General Meeting, the Company would be allowed under the ordinary resolution no. 5 to issue a maximum 200,000,000 Shares (representing 20% based on the issued share capital of the Company as at the Latest Practicable Date).

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing certain information required by the Listing Rules to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I (Explanatory Statement of the Buyback Mandate) to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 21 of this circular. At the Annual General Meeting, resolutions will be proposed to approve (i) the re-election of Directors; (ii) the granting of the Buyback Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors; and (iv) the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and be deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

5. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the granting of the Buyback Mandate and the granting/extension of the Issuance Mandate are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Buyback Mandate), Appendix II (Procedure by which the Shareholders may demand a poll at a general meeting pursuant to the Bye-laws) and Appendix III (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,

CHEOK Ho Fung

Chairman and Chief Executive Officer

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

1. REASONS FOR SHARE BUYBACK

The Directors believe that the proposed granting of the Buyback Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares.

Subject to the passing of the ordinary resolution no. 4 set out in the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the date of the Annual General Meeting, the Directors would be authorised under the Buyback Mandate to repurchase a maximum of 100,000,000 Shares (representing 10% of the Shares in issue as at the date of Annual General Meeting) during the period in which the Buyback Mandate remains in force.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the laws of Bermuda and/or any other applicable laws.

The Company is empowered by its memorandum of association and Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of

shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are repurchased.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2007) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. Cheok Ho Fung, Director of the Company, together with parties acting in concert with him were beneficially interested in 510,250,000 Shares, representing approximately 51.03% of the total issued share capital of the Company. On the basis that the issued share capital of the Company and the shareholding of Mr. Cheok Ho Fung and parties acting in concert with him remain unchanged on the date of the Annual General Meeting, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the interests of the said Director together with parties acting in concert with him in the issued Shares would be increased to approximately 56.69% of the total issued share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2007		
April	0.96	0.91
May	1.01	0.83
June	1.06	0.92
July	0.98	0.91
August	0.96	0.61
September	0.73	0.64
October	0.72	0.52
November	0.55	0.49
December	0.52	0.475
2008		
January	0.53	0.44
February	0.48	0.43
March	0.435	0.28
April up to Latest Practicable Date	0.38	0.315

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

The following paragraphs set out the procedure by which the Shareholders may demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Bye-laws.

According to Bye-law 70 of the Bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of poll is required by the Listing Rules or a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded by:

- (a) the chairman of the meeting; or
- (b) at least three Shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Bye-laws and will be proposed to be re-elected at the Annual General Meeting are provided below.

(1) Mr. Cheok Ho Fung, aged 56, Executive Director and Chief Executive Officer

Experience

Mr. Cheok has been an Executive Director, the Chairman of the Board and Chief Executive Officer. He is the founder of the Group since 1985. Mr. Cheok is responsible for overall strategic planning and the direction of the Group. With over 20 years of experience in the printed circuit boards (“PCB”) industry, Mr. Cheok also spearheads the Group’s efforts in seeking out business development, capital investment and joint venture opportunities. Prior to founding the Group in 1985, Mr. Cheok had held the position as financial controller and various management positions in different multi-national companies which involved in computer related products, application systems, motor vehicles and agricultural equipment, ship repairing and oil-rig construction, business-form printing and PCB manufacturing. Mr. Cheok has been a fellow member of the Association of Chartered Certified Accountants since 1980, a member of the Chartered Institute of Management Accountants since 1981 and the Hong Kong Institute of Certified Public Accountants since 1990.

Length of service and emoluments

Mr. Cheok has entered into a service contract with the Company on 30 May 2002 for an initial fixed term of three years and shall continue thereafter for successive terms of one year each commencing from the day next after the expiry of the then current terms of the service contract. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws of the Company. For the financial year ended 31 December 2007, Mr. Cheok received annual emoluments of HK\$3,018,600, housing benefits in kind and a performance bonus by reference to the audited consolidated net profits of the Group attributable to shareholders of the Company. His emoluments and performance bonus will be approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors’ remuneration at the annual general meeting of the Company. Mr. Cheok’s emolument package is subject to review by the Board from time to time pursuant to the power given to it under the Bye-laws with reference to his contribution in terms of time, skills and expertise, the prevailing market conditions and the remuneration benchmark in the industry.

Relationships

Saved as disclosed above, Mr. Cheok has not held any other directorships in any other publicly listed companies in the last three years. Other than the relationship arising from his being the Chairman, Chief Executive Officer and an executive Director, Mr. Cheok does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Cheok was interested in 510,250,000 shares of the Company within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor any other matters concerning Mr. Cheok that need to be brought to the attention of the Shareholders.

(2) Mr. Wong Wing Kee, aged 61, Independent Non-executive Director***Experience***

Mr. Wong has been an Independent Non-executive Director of the Company since 1 December 2004. Mr. Wong holds a Bachelor of Science degree in Financial Services from The University of Manchester Institute of Science and Technology. He is also a Fellow of The Chartered Institute of Bankers, UK(FCIB). Being a Singaporean, Mr. Wong has extensive experience in the banking industry, having worked for Citibank, J.P. Morgan and DBS Bank, and held management positions with local and regional responsibilities in audit, compliance and operational risk areas. Currently, he is the Advisor of Operational Risk Management with a private bank in Indonesia.

Length of service and emoluments

Mr. Wong had signed a letter of appointment with the Company for three years which will be expired on 30 November 2010. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws of the Company. His remuneration will be approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors' remuneration at the annual general meeting of the Company. For the financial year ended 31 December

2007, Mr. Wong received an annual emoluments of HK\$120,000. The emoluments of Mr. Wong are determined by the Board from time to time pursuant to the power given to it under the Bye-laws with reference to his contribution in terms of time, skills and expertise, the prevailing market conditions and the remuneration benchmark in the industry.

Relationships

Save as disclosed above, Mr. Wong has not held any positions with the Company or other members of the Group and he has not held any other directorships in any other publicly listed companies in the last three years. Other than the relationship arising from his being an Independent Non-executive Director, Mr. Wong does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Wong did not have any interest in or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor any other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

(3) Mr. Liu Wai On, aged 46, Executive Director

Experience

Mr. Liu has been an Executive Director of the Company since 12 July 2007. Mr. Liu graduated from the Hong Kong Polytechnic University, major in Industrial Management and Metal Finishing Technology, is the Marketing Director of Topsearch Printed Circuits Macao Commercial Offshore Company Limited which is a subsidiary of the Company mainly responsible for all internal sales administration, business development and planning and deployment of sales strategies relating to manufacturing and operations. Prior to joining the aforesaid subsidiary of the Company in 2004, Mr. Liu has more than 18 years of experience in various major PCB manufacturers in technical and operations areas.

Length of service and emoluments

Mr. Liu had signed a letter of appointment with the Company for an initial fixed term of one year which will be expired on 11 July 2008. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws of the Company. His remuneration will be approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors' remuneration at the annual general meeting of the Company. For the financial year ended 31 December 2007, Mr. Liu received a fee of HK\$56,452 for being an Executive Director of the Company and other emoluments of HK\$413,000. The emoluments of Mr. Liu are determined by the Board from time to time pursuant to the power given to it under the Bye-laws with reference to his contribution in terms of time, skills and expertise, the prevailing market conditions and the remuneration benchmark in the industry.

Relationships

Saved as disclosed above, Mr. Liu has not held any other directorships in any other publicly listed companies in the past three years. Other than the relationship arising from his being an Executive Director, Mr. Liu does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Liu did not have any interest in or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor any other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders.

(4) Mr. Kwok Chi Kwong, Danny, aged 48, Executive Director*Experience*

Mr. Kwok has been an Executive Director of the Company since 12 July 2007. Mr. Kwok graduated from the Hong Kong Polytechnic University major in Electronic Engineering, is the Quality Director of Topsearch Printed Circuits (HK) Limited which

is a subsidiary of the Company and also has day-to-day responsibility in one of our manufacturing plants. Mr. Kwok joined the aforesaid subsidiary of the Company in 1986 and prior to this he has few years experience in another major PCB manufacturer in Hong Kong. Mr. Kwok is a director of Topsearch Industries (BVI) Limited, Topsearch Printed Circuits (HK) Limited, Topsearch Printed Circuits (Shenzhen) Limited, Topsearch Printed Circuits (Qujiang) Limited and Topsearch Printed Circuits (Tongliao) Limited which are subsidiaries of the Company.

Length of service and emoluments

Mr. Kwok had signed a letter of appointment with the Company for an initial fixed term of one year which will be expired on 11 July 2008. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws of the Company. His remuneration will be approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors' remuneration at the annual general meeting of the Company. For the financial year ended 31 December 2007, Mr. Kwok received a fee of HK\$56,452 for being an Executive Director of the Company. The emoluments of Mr. Kwok are determined by the Board from time to time pursuant to the power given to it under the Bye-laws with reference to his contribution in terms of time, skills and expertise, the prevailing market conditions and the remuneration benchmark in the industry.

Relationships

Save as disclosed above, Mr. Kwok has not held any other directorships in any other publicly listed companies in the past three years. Other than the relationship arising from his being an Executive Director, Mr. Kwok does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Kwok did not have any interest in or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor any other matters concerning Mr. Kwok that need to be brought to the attention of the Shareholders.

(5) Mr. Xiang Dong, aged 36, Independent Non-executive Director***Experience***

Mr. Xiang has been an Independent Non-executive Director of the Company since 12 July 2007. Mr. Xiang received a Ph.D. degree in Mechanical Engineering of Chongqing University since 2000 and accredited with an Education Award of Department of Precision Instruments & Mechanology, Tsinghua University in 2005. Mr. Xiang is engaged as an Associate Professor in the Manufacturing Engineering Institute, Department of Precision Instruments & Mechanology, Tsinghua University since 2005 and has several years of lecturing experience in the same school before 2005. Mr. Xiang has undertaken many research projects during past seven years including Green Design Theory and Application for Electromechanical Products, E-waste Recycling Technology, Green Manufacturing, Environmental Attribute Analysis of Home Appliances and Recycling Technique of PCB and cathode-ray tube research etc.

Length of service and emoluments

Mr. Xiang had signed a letter of appointment with the Company for an initial fixed term of one year which will be expired on 11 July 2008. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws of the Company. His remuneration will be approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors' remuneration at the annual general meeting of the Company. For the financial year ended 31 December 2007, Mr. Xiang received a fee of HK\$56,452 for being an Independent Non-executive Director of the Company. The emoluments of Mr. Xiang are determined by the Board from time to time pursuant to the power given to it under the Bye-laws with reference to his contribution in terms of time, skills and expertise, the prevailing market conditions and the remuneration benchmark in the industry.

Relationships

Saved as disclosed above, Mr. Xiang has not held any other position with the Company or any of its subsidiaries or associates, and he has not held any directorship in any other publicly listed company in the past three years. Other than the relationship arising from his being an Independent Non-executive Director, Mr. Xiang does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Xiang did not have any interest in or deemed to be interested in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor any other matters concerning Mr. Xiang that need to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING



TOPSEARCH INTERNATIONAL (HOLDINGS) LIMITED

至卓國際（控股）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Topsearch International (Holdings) Limited (the “**Company**”) will be held at Room 2402, China Merchants Tower, Shun Tak Centre 168-200, Connaught Road Central, Hong Kong on Friday, 6 June 2008 at 10:00 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and independent Auditors for the year ended 31 December 2007;
2. To re-elect Mr. Cheok Ho Fung, Mr. Liu Wai On and Mr. Kwok Chi Kwong, Danny as executive directors of the Company, and Mr. Wong Wing Kee and Mr. Xiang Dong as independent non-executive directors of the Company and to authorise the Board of Directors to fix the Directors’ remuneration;
3. To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

* *for identification purposes only*

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options granted under a share option scheme of the Company; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (iii) any scrip dividend scheme or similar arrangement for the time being adopted providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and this approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”; and

- 6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 4 and 5 set out in the notice convening this meeting, the general mandate referred to in resolution no. 5 above be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and

NOTICE OF THE ANNUAL GENERAL MEETING

issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution no. 4 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”.

On behalf of the Board

CHEOK Ho Fung

Chairman and Chief Executive Officer

Hong Kong, 28 April 2008

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Wednesday, 4 June 2008 to Friday, 6 June 2008, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 3 June 2008.
4. In relation to the ordinary resolutions nos. 4, 5 and 6 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.