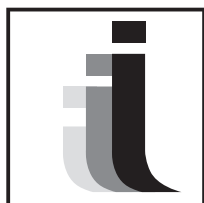


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## **TOPSEARCH INTERNATIONAL (HOLDINGS) LIMITED**

**至卓國際（控股）有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2323)**

### **PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY**

#### **PROPOSED AMENDMENTS TO THE BYE-LAWS**

The Directors intend to put forward to the Shareholders a proposal to amend the Bye-laws in order to ensure compliance with the several amended provisions of the Listing Rules that had become effective on 1 March 2006 and 1 January 2009 respectively.

The proposed amendments to the Bye-laws are subject to approval of the Shareholders by way of passing a special resolution to be proposed at the AGM.

A circular containing, among other matters, details of the proposed amendments to the Bye-laws and a notice of AGM will be despatched to the Shareholders as soon as practicable.

#### **PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY**

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) relating to, among other things, the removal of directors by passing an ordinary resolution instead of a special resolution in general meetings which reflects the amendments to the Listing Rules effective on 1 March 2006, and the number of days given for the notices of general meetings and the publication of voting results of general meetings which reflect the latest amendments to the Listing Rules effective on 1 January 2009.

\* *for identification purposes only*

Accordingly, the Directors propose to seek the approval of the Shareholders by way of passing a special resolution to be proposed at the forthcoming annual general meeting of the Company (the “AGM”) for the amendments to the Bye-laws of the Company (the “Bye-laws”) to ensure compliance with the several amended provisions of the Listing Rules.

A circular containing, among other matters, details of the proposed amendments to the Bye-laws and a notice of AGM will be despatched to the Shareholders as soon as practicable.

The Company will make further announcements as and when appropriate on the voting results of the AGM relating to, among other things, the voting results on the amendments to the Bye-laws.

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

Hong Kong, 23 April 2009

*As at the date of this announcement, the Board comprises Mr. Cheok Ho Fung, Mr. Liu Wai On, and Mr. Kwok Chi Kwong, Danny being executive directors, Mr. Tang Yok Lam, Andy and Mr. Ng Kwok Ying, Alvin 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.*