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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Topsearch International (Holdings) Limited (“**Company**”) will be held at Room 2402, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 2 August 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution:

SPECIAL RESOLUTION

1. “**THAT**

- (a) the termination agreements (“**Termination Agreements**”) including (a) the agreement dated 17 February 2010 and entered into between the Company, Topsearch Tongliao Investment (BVI) Limited and Majestic Wealth Limited in relation to the partial termination of the Main Acquisition Agreement in relation to the acquisition of the Property (as defined in the circular dated 29 June 2010; and (b) the agreement (governed by the PRC Laws) dated 17 February 2010 entered into between the Company, Topsearch Tongliao Investment (BVI) Limited and Majestic Wealth Limited in relation to the termination of the Supplemental Acquisition Agreement (as defined in the circular dated 29 June 2010) and the repurchase by the Company of 93,400,000 shares (“**Repurchased Shares**”) in the capital of the Company which are denominated in HK\$0.10 each at the reference price of HK\$0.58 per Repurchase Share (copies of which have been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereby, including but not limited to the capital reduction incidental to the cancellation of the Repurchased Shares from the share capital of the Company, be and are hereby approved;

* *For identification purpose only*

- (b) any one director of the Company to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering the Termination Agreements be and is hereby confirmed, approved and ratified; and
- (c) any one director of the Company to sign, execute, perfect, deliver or to authorize signing, executing, perfecting and delivering all such documents and deeds, to do or authorize doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement and/or complete all matters in connection with the transactions contemplated in the Termination Agreements, or to agree to immaterial amendments to the Termination Agreements or to waive compliance of the immaterial terms of the Termination Agreements, as he/she may in his/her absolute discretion consider to be desirable and in the interests of the Company be and is hereby confirmed, approved and ratified.”

By order of the Board
Topsearch International (Holdings) Limited
CHEOK Ho Fung
Chairman and Chief Executive Officer

Hong Kong, 29 June 2010

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal Place of Business in Hong Kong:
3406, China Merchants Tower,
Shun Tak Centre,
168-200 Connaught Road Central,
Hong Kong

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 also 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 Branch 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. Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders be present at the meeting in person or by proxy, the person so present whose name stands first in the register of member of the Company in respect of such share shall alone be entitled to vote in respect of it.
4. The register of members of the Company will be closed from Thursday, 29 July 2010 to Monday, 2 August 2010, both dates inclusive, during which no transfer of shares will be effected. In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's Branch Share Registrars, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 28 July 2010.

As at the date of this announcement, the Board comprises Mr. Cheok Ho Fung and Mr. Liu Wai On 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, Mr. Ng Kee Sin and Mr. Xiang Dong being the independent non-executive directors.