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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)

SUPPLEMENTAL AGREEMENT IN RELATION TO PROPOSED SUBSCRIPTION OF NEW SHARES UNDER THE GENERAL MANDATE AND RESUMPTION OF TRADING

SUPPLEMENTAL AGREEMENT

The Board announces that on 17 July 2012, the Company and the Subscribers entered into the Supplemental Agreement pursuant to which the Company and the Subscribers agreed to amend the Subscription Price from HK\$0.1021 per Subscription Share to HK\$0.1023 per Subscription Share.

Save and except for the change and amendment of the Subscription Price of HK\$0.1021 to the Revised Subscription Price of HK\$0.1023, all the terms and conditions of the Subscription Agreement remain the same and are unaffected.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended from 9:00 a.m. on 13 July 2012 pending the release of the relevant announcements. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 1:00 p.m. on 17 July 2012.

Reference is made to the announcements of Topsearch International (Holdings) Limited (the “**Company**”) dated 13 July 2012 and 16 July 2012 in relation to the proposed subscription of new shares under the general mandate (the “**Announcements**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

REVISED SUBSCRIPTION PRICE

On 17 July 2012, the Company and the Subscribers entered into the supplemental agreement to amend certain terms of the Subscription Agreement (the “**Supplemental Agreement**”), pursuant to which the Company and the Subscribers agreed to amend the Subscription Price from HK\$0.1021 per Subscription Share to HK\$0.1023 per Subscription Share (the “**Revised Subscription Price**”).

The Revised Subscription Price of HK\$0.1023 per Subscription Shares represents:

- (i) a discount of approximately 16.15% to the closing price of HK\$0.1220 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 19.95% to the average closing price of HK\$0.1278 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of the Subscription Agreement; and
- (iii) a discount of approximately 20.33% to the average closing price of HK\$0.1284 per Share as quoted on the Stock Exchange for the last ten trading days immediately prior to the date of the Subscription Agreement.

Save and except for the change and amendment of the Subscription Price of HK\$0.1021 to the Revised Subscription Price of HK\$0.1023, all the terms and conditions of the Subscription Agreement remain the same and are unaffected.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended from 9:00 a.m. on 13 July 2012 pending the release of the relevant announcements. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 1:00 p.m. on 17 July 2012.

In the event of any inconsistencies, the English text of this announcement shall prevail over the Chinese text.

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

Hong Kong, 17 July 2012

As at the date of this announcement, the Board comprises Mr. Cheok Ho Fung being the executive Director, 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. Ng Kee Sin being the independent non-executive Directors.

**For identification purpose only*