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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 the special general meeting (the “SGM”) of Topsearch International (Holdings) Limited (the “Company”) will be held at 3406, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Tuesday, 18 December 2012, at 10:00 a.m. to consider as special business, and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution. Expressions that are not expressly defined in this notice of special general meeting shall bear the same meaning as that defined in the circular of the Company dated 29 November 2012 (the “Circular”).

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the terms of the Framework Agreement entered into on 13 November 2012 between Topsearch Printed Circuits (HK) Limited (“**Topsearch HK**”), Shenzhen Fantasia Real Estate Group Limited (深圳市花樣年地產集團有限公司\*) and Shanghai Yuxing Investment Fund, LLP (上海譽星投資中心(有限合夥)) (a copy of the Framework Agreement is produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and the transactions and agreements contemplated under the Framework Agreement as more particularly described in the Circular and the performance by the Company or any of its subsidiaries thereunder be and are hereby confirmed, approved and ratified;
- (b) all acts done and things executed and all such documents or deeds entered into or executed for and on behalf of the Company or any of its subsidiaries in connection with or to give effect to the Framework Agreement be and are hereby confirmed, approved and ratified;
- (c) the signing of the Framework Agreement by Mr. Cheok Ho Fung, a director of Topsearch HK, for and on behalf of Topsearch HK be and is hereby confirmed, approved and ratified; and

\* *for identification purposes only*

- (d) 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 under the Framework Agreement, or to agree to immaterial amendments to the Framework Agreement or to waive compliance of the immaterial terms of the Framework Agreement, as he/she may in his/her absolute discretion consider to be desirable and in the interests of the Company be and is hereby approved.”

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

Hong Kong, 29 November 2012

*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 special general meeting is entitled to appoint a proxy to attend and vote instead of him/her. 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/her/it to attend and vote on his/her/its 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. Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. 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 of attorney 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, Wanchai, 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.

4. The register of members of the Company will be closed from 14 December 2012 to 18 December 2012, 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 branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on 13 December 2012.
5. As at the date of this notice, the Board comprises Mr. Cheok Ho Fung being executive director, 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 and Mr. Ng Kee Sin as independent non-executive directors.