



TOPSEARCH INTERNATIONAL (HOLDINGS) LIMITED

至卓國際(控股)有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 2323)

Revised Form of Proxy for use at the Special General Meeting to be held on Tuesday, 18 December 2012

Important: This revised form of proxy (the “**Revised Proxy Form**”) supersedes the proxy form (the “**Original Proxy Form**”) which was sent to the shareholders of the Company together with the notice of the special general meeting (the “**SGM**”) and the circular of the Company, both dated 29 November 2012. Shareholders who have already lodged the Original Proxy Form should note that the Original Proxy Form will be invalid for use at the SGM and must lodge the Revised Proxy Form 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 not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.10 each in the share capital of Topsearch International (Holdings) Limited (the “**Company**”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3)
or _____
of _____
as my/our proxy to attend the Special General Meeting (and at any adjournment thereof) of the Company to 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. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

ORDINARY RESOLUTION		FOR	AGAINST
1.	(a) To confirm, approve and ratify 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(有限合伙)) (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 and the performance by the Company or any of its subsidiaries thereunder;		
	(b) To confirm, approve and ratify 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;		
	(c) To confirm, approve and ratify the signing of the Framework Agreement by Mr. Cheok Ho Fung, a director of Topsearch HK, for and on behalf of Topsearch HK; and		
	(d) To approve 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.		

Dated this _____ day of _____ 2012. Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this Revised Proxy Form will be deemed to relate to all the Shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING**” here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the said meeting provided that 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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This Revised Proxy Form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- For good corporate governance, the Chairman of the meeting will demand a poll on each of the resolutions for determination at the meeting, save for the resolutions proposed by the Chairman of the meeting regarding the approval on the procedural and administrative matters (as defined under the Listing Rules) during the meeting. On a poll every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorized representative, shall have one vote for every fully paid share of which he is the holder.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this Revised Proxy Form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, 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 holding this meeting or any adjournment thereof.
- The proxy needs not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the Revised Proxy Form will not preclude you from attending and voting at the meeting if you so wish.

* For identification purposes only