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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)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE AND RESUMPTION OF TRADING**

**Financial adviser to the Company**



**WALLBANCK BROTHERS  
Securities (Hong Kong) Limited**

This announcement is made by Topsearch International (Holdings) Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”) and Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Reference is made to the announcement of the Company dated 9 July 2015 in respect of the trading halt in the shares (the “**Shares**”) of the Company relating to the possible inside information.

\* *for identification purposes only*

The Company was informed by Inni International Inc., the controlling shareholder of the Company, and its associate (the “**Potential Vendors**”), that, on 9 July 2015, a memorandum of understanding (the “**MOU**”) was entered into between the Potential Vendors and an independent third party (the “**Potential Purchaser**”) of a possible transaction, which, if materialised, may lead to a change in control of the Company and a mandatory general offer under the Takeovers Code for all the issued Shares (other than those already owned by or agreed to be acquired by the Potential Purchaser and parties acting in concert with it) of the Company (the “**Possible Transaction**”).

Save and except for the provisions relating to earnest money, due diligence exercises, undertakings, exclusivity, confidentiality, legal costs, legal effect and governing law, other provisions of the MOU do not have any legally binding effect. Pursuant to the MOU, should the Potential Vendors and the Potential Purchaser do not enter into any formal agreement within two months from the date of the MOU or such later date as may be agreed in writing by the parties to the MOU, the MOU shall lapse. No formal and legally binding sale and purchase agreements have been entered into in respect of any of the Possible Transaction as at the date of this announcement. The discussions are still in progress and the Possible Transaction may or may not proceed.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and Takeovers Code (as the case may be).

## **POSITIVE PROFIT ALERT ANNOUNCEMENT**

Shareholders and potential investors should be fully aware that a positive profit alert announcement dated 15 July 2015 has been issued by the Company, and the said profit alert is regarded as a profit forecast under Rule 10 of the Takeovers Code and would need to be reported on by the Company’s financial adviser and auditors or accountants in accordance with Rule 10 of the Takeovers Code, and their reports must be included in the next document sent to the shareholders under Rule 10.4 of the Takeovers Code. Since the said positive profit alert announcement is required to be made pursuant to 13.09 of the Listing Rules and Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the SFO, which require the Company to issue the said positive profit alert announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the reporting requirements set out in the said Rule 10.4 of Takeovers Code.

**Warning: Shareholders and potential investors in the Company should note that the said profit alert does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on the said profit forecast in assessing the merits and demerits of the offer or any dealings in the securities of the Company. They are also strongly advised to review the Composite Document to be despatched by the offeror and the Company in full before making any decisions on the offers or any dealings in the securities of the Company.**

Pursuant to Rule 10.4 of the Takeovers Code, the reports from the Company's auditors and financial adviser on the said profit alert are required to be included in the next document to be sent to the shareholders. The interim consolidated financial results of the Company for the six months ended 30 June 2015 are expected to be published prior to the despatch of the Composite Document, subject to confirmation. If this is the case, the requirement of the "reporting on" under Rule 10 of the Takeovers Code for the said profit alert will be superseded by the publication of the interim results, otherwise the said profit alert will be reported on in accordance with Rule 10 of the Takeovers Code and the relevant reports will be included in the Composite Document to be sent to the shareholders.

## **DEALING DISCLOSURE**

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company comprised 1,000,000,000 Shares in issue as at the date of this announcement. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

The associates of the Company (including shareholders of the Company having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

### **"RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation."

"Executive" referred to above has the meaning ascribed to it under the Takeovers Code.

**Warning: There is no assurance that any transactions referred to in this announcement will materialise or eventually be consummated. Shareholders and potential investors of the Company should be aware that the completion of the Possible Transaction is subject to entering into of a formal agreement and the satisfaction (or waiver as applicable) of such conditions precedent as may be specified therein. The discussion in relation to the Possible Transaction reflected in the MOU may or may not proceed, and the terms of the Possible Transaction are subject to negotiation between the Potential Vendors and the Potential Purchaser. As such, the discussions may or may not lead to the Possible Transaction taking place. Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.**

#### **TRADING HALT AND RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares of the Company on the Stock Exchange was halted with effect from 9:00 a.m. on 9 July 2015 pending the release of this announcement. Application has been made by the Company for resumption of trading in its Shares on the Stock Exchange with effect from 9:00 a.m. on 16 July 2015.

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

Hong Kong, 15 July 2015

*As at the date of this announcement, the Board comprises Mr. Cheok Ho Fung being the Executive Director, Mr. Tang Yok Lam, Andy being the Non-Executive Director, and Mr. Leung Shu Kin, Alfred, Mr. Wong Wing Kee and Mr. Ng Kee Sin being Independent Non-Executive Directors.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*