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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)

CLARIFICATION ANNOUNCEMENT AND

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

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 23 September 2015 (the “**Announcement**”) in relation to, among others, the Possible Equity Acquisition. The Company issues this clarification announcement to provide further information to the shareholders of the Company (the “**Shareholders**”) on the Possible Equity Acquisition and also to update the Shareholders on the latest developments. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, Inni International, the controlling shareholder of the Company, had been approached by and is in preliminary discussion with certain independent third parties regarding a possible acquisition of its interests in the Company. As informed by Inni International, the discussion is still in progress and the parties have not agreed on any terms of the Possible Equity Acquisition as at the date of this announcement. The Possible Equity Acquisition if proceeded may lead to a change in control in the Company and a mandatory general offer under Rule 26 of the Takeovers Code for all the issued Shares (other than those already owned by or agreed to purchase by the potential investor and parties acting in concert with it (within the meaning of the Takeovers Code)).

* *for identification purpose only*

Although the Company does not consider that any bona fide offer has been made by any of the potential investors with respect to the Possible Equity Acquisition at the time of the publication of the Announcement, the possibility of the Shareholders receiving a general offer as a result of the completion of the Possible Equity Acquisition cannot be ruled out. As such, in accordance with the Takeovers Code, an offer period has commenced on 23 September 2015, the date of the Announcement.

The Board cautions that as at the date of this announcement, the parties are still in negotiation and there can be no assurance that any definitive agreement can be reached or will be executed in respect of the Possible Equity Acquisition or that the Possible Equity Acquisition will be approved or consummated by Inni International. Further announcement(s) will be made as and when necessary in accordance with the Listing Rules, Takeovers Code and applicable laws and regulations.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Equity Acquisition will be made as and when necessary in accordance with the requirements of the Listing Rules and/or Takeovers Code.

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 Equity Acquisition 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 Equity Acquisition may or may not proceed, and the terms of the Possible Equity Acquisition are subject to negotiation between Inni International and the potential investors. As such, the discussions may or may not lead to the Possible Equity Acquisition 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.

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

Hong Kong, 24 September 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 the 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.