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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 EXTENSION OF THE MEMORANDUM OF UNDERSTANDING

This announcement is made by Topsearch International (Holdings) Limited (the “**Company**”) pursuant to Rule 3.7 of the Takeovers Code.

Reference is made to the announcements (the “**Announcements**”) of the Company dated 24 September 2015, 29 September 2015 and 23 October 2015 in relation to, among other things, the entering into of the MOU between the Potential Vendors and the Potential Purchaser of the Possible Transaction. Unless otherwise defined, terms used in this announcement shall have the same meanings as those used in the Announcements.

EXTENSION LETTER

Pursuant to the MOU and as disclosed in the announcement of the Company dated 29 September 2015, should the Potential Vendors and the Potential Purchaser do not enter into any formal agreement within 42 days from the date of the MOU (i.e. 9 November 2015) (the “**Relevant Period**”) or such later date as may be agreed in writing by the parties to the MOU, the MOU shall lapse.

The Company has been informed by the Potential Vendors that on 9 November 2015 (after trading hours), the Potential Vendors and the Potential Purchaser have entered into an extension letter to extend the Relevant Period for 14 days up to and including 23 November 2015 as additional time is required for the parties to negotiate on the terms of the Possible Transaction. Save for the aforesaid extension of the Relevant Period, all other terms of the MOU remain unchanged.

* *for identification purposes only*

The Company wishes to update its shareholders and potential investors that as informed by the Potential Vendors, the negotiation in respect of the Possible Transaction is still in progress and no formal or legally binding agreement for the Possible Transaction has been entered into between the Potential Vendors and the Potential Purchaser as at the date of this announcement. As such, the Possible Transaction may or may not proceed.

WARNING NOTICE

There is no assurance that the Possible Transaction 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 as 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.

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

Hong Kong, 9 November 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.