



TOPSEARCH INTERNATIONAL (HOLDINGS) LIMITED

至卓國際(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

Form of Proxy for use at the Special General Meeting (and any adjournment thereof) to be held on Thursday, 14 January 2016

I/We (Note 1) _____

of _____

being the registered holder(s) of _____ share(s) (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 _____ (name)

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at Room 3406, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 14 January 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions (with or without amendments) as set out in the notice convening the said Special General Meeting and at such meeting (or 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 RESOLUTIONS		For	Against
1.	<p>"THAT</p> <p>(a) the conditional disposal agreement dated 16 November 2015 (as supplemented by a supplemental agreement dated 11 December 2015) (the "Disposal Agreement One") between Topsearch Printed Circuits (HK) Limited ("Topsearch Printed Circuits (HK)") and Toprich Bravo Limited in relation to the disposal of the entire issued share capital of Citilite Pride Limited ("Citilite") and the shareholder's loan owed by Citilite and its subsidiary, 千傲電子(深圳)有限公司, to Topsearch Printed Circuits (HK), at a total consideration of HK\$77,015,270 (subject to any further advances made by Topsearch Printed Circuits (HK) to the Citilite Group up to the completion date of the Disposal Agreement One and in any event shall not exceed HK\$81,615,270) (a copy of which is tabled at the meeting marked "A" and initialled by the chairman of the meeting for the purpose of identification), and the conditional disposal agreement (the "Disposal Agreement Two", together with the Disposal Agreement One, referred to as the "Disposal Agreements") dated 16 November 2015 between Topsearch Printed Circuits (HK) and Top Harvest International Investment Limited in relation to the disposal of the entire issued share capital of Topsearch Tongliao Investment (BVI) Limited ("Topsearch Tongliao (BVI)") and the shareholder's loan owed by Topsearch Tongliao (BVI) and its subsidiary, 至卓飛高線路板(通遼)有限公司, to Topsearch Printed Circuits (HK), at a total consideration of HK\$110,269,096 (a copy of which is tabled at the meeting marked "B" and initialled by the chairman of the meeting for the purpose of identification), which constitute:</p> <p>(i) discloseable transactions under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules");</p> <p>(ii) connected transactions under Chapter 14A of the Listing Rules; and</p> <p>(iii) special deals under Rule 25 of the Code on Takeovers and Mergers and Share Buy-backs (the "Takeovers Code"),</p> <p>and all transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and</p> <p>(b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which they consider necessary, desirable or expedient for the implementation of and giving effect to the Disposal Agreements and the transactions contemplated thereunder, or making non-material amendments thereto."</p>		
2.	<p>"THAT</p> <p>(a) the conditional deed of novation (the "Deed of Novation") dated 16 November 2015 among Mr. Cheok Ho Fung ("Mr Cheok"), the Company and Topsearch Printed Circuits (HK), in relation to the assignment and the novation of the aggregate sum that is due and owing for the unsecured loans advanced by Mr. Cheok to the Company (which is interest-bearing at 7% and is repayable on 2 July 2016) from the Company to Topsearch Printed Circuits (HK) (a copy of which is tabled at the meeting marked "C" and initialled by the chairman of the meeting for the purpose of identification), which constitutes:</p> <p>(i) a connected transaction under Chapter 14A of the Listing Rules; and</p> <p>(ii) a special deal under Rule 25 of the Takeovers Code,</p> <p>and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;</p> <p>(b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which they consider necessary, desirable or expedient for the implementation of and giving effect to the Deed of Novation and the transactions contemplated thereunder, or making non-material amendments thereto."</p>		

Dated this _____ day of _____ 2016. Signature (Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy 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 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 FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES 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 form of proxy must be signed by you or your attorney duly authorised 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 authorised.
- 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 authorised 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 form of proxy 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 and Transfer Office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding this Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

* For identification purposes only