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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Topsearch International (Holdings) Limited (the “**Company**”) will be held at 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 following resolution as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (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 (the “**Citilite Group**”), 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

* *For identification purpose only*

subsidiary, 至卓飛高線路板(通遼)有限公司 (the “**Tongliao Group**”), 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:

- (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**”);
- (ii) connected transactions under Chapter 14A of the Listing Rules; and
- (iii) special deals under Rule 25 of the Code on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”),

and all transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and

- (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.”

Note: Shareholders who are not the Independent Shareholders (as defined in the circular of the Company dated 29 December 2015) are required to abstain from voting on this resolution numbered 1.

2. “**THAT**

- (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:
 - (i) a connected transaction under Chapter 14A of the Listing Rules; and
 - (ii) a special deal under Rule 25 of the Takeovers Code,

and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;

- (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.”

Note: Shareholders who are not the Independent Shareholders (as defined in the circular of the Company dated 29 December 2015) are required to abstain from voting on this resolution numbered 2.

On behalf of the Board
CHEOK Ho Fung
Chairman and Chief Executive Officer

Hong Kong, 29 December 2015

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal Place of Business in Hong Kong:

3406, China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not also be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. 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.
2. To be effective, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, 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 the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Save for the resolutions proposed by the chairman of the meeting regarding the approval on the procedural and administrative matters (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules")) to be voted on by a show of hands during the meeting, any voting on the resolutions set out herein should be taken by poll at the meeting as required by the Listing Rules.
4. As at the date of this notice, the Board of Directors of the Company comprises Mr. Cheok Ho Fung being Executive Director, Mr. Tang Yok Lam, Andy being Non-executive Director, and Mr. Leung Shu Kin, Alfred, Mr. Wong Wing Kee and Mr. Ng Kee Sin being Independent Non-executive Directors.