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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)**

**YOUFU INVESTMENT CO., LTD**  
**優福投資有限公司**  
*(Incorporated in the British Virgin Islands with  
limited liability)*

**ZHISHENG ENTERPRISE  
INVESTMENT CO., LTD**  
**智勝企業投資有限公司**  
*(Incorporated in the British Virgin Islands with  
limited liability)*

## **JOINT ANNOUNCEMENT**

**DESPATCH OF THE COMPOSITE DOCUMENT RELATING TO  
MANDATORY UNCONDITIONAL CASH OFFER BY  
PRUDENTIAL BROKERAGE LIMITED  
FOR AND ON BEHALF OF THE JOINT OFFERORS  
TO ACQUIRE ALL THE ISSUED SHARES IN THE SHARE CAPITAL OF  
TOPSEARCH INTERNATIONAL (HOLDINGS) LIMITED  
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE  
ACQUIRED BY THE JOINT OFFERORS AND/OR  
PARTIES ACTING IN CONCERT WITH THEM)**

**Financial adviser to  
Topsearch International (Holdings) Limited**

 **金融有限公司**  
**OCTAL Capital Limited**  
**Octal Capital Limited**

**Financial adviser to  
Youfu Investment Co., Ltd  
and  
Zhisheng Enterprise Investment Co., Ltd**  
***Hercules***  
**Hercules Capital Limited**

*\* for identification purpose only*

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document, together with the Form of Acceptance, has been despatched to the Independent Shareholders on 22 January 2016 in accordance with the Takeovers Code. An expected timetable of the Offer is set out below in this joint announcement.

**Independent Shareholders are encouraged to read the Composite Document and the Form of Acceptance carefully, including the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer and the advice and recommendation from First Shanghai to the Independent Board Committee and the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer.**

References are made to (i) the announcements jointly issued by Topsearch International (Holdings) Limited (the “**Company**”) and the Joint Offerors dated 24 November 2015 and 15 January 2016; (ii) the announcements issued by the Company dated 11 December 2015 and 14 January 2016; (iii) the circular issued by the Company dated 29 December 2015; and (iv) the composite offer and response document (the “**Composite Document**”) jointly issued by the Company and the Joint Offerors dated 22 January 2016 in relation to, among other matters, the Sale and Purchase Agreement, and the Offer. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document, together with the Form of Acceptance, setting out, among other things, the detailed terms of the Offer and procedures for acceptance, the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer and the advice and recommendation from First Shanghai to the Independent Board Committee and the Independent Shareholders in respect of the Offer, has been despatched to the Independent Shareholders on 22 January 2016 in accordance with the Takeovers Code.

## **EXPECTED TIMETABLE OF THE OFFER**

The expected timetable set out below is indicative only and may be subject to changes. Further announcement(s) will be made in the event of any change to the timetable as and when appropriate.

	<b>Time &amp; Date</b>
<b>Event</b>	
Despatch date of the Composite Document and the Form of Acceptance and the commencement date of the Offer ( <i>Notes 1 &amp; 4</i> ) . . . . .	Friday, 22 January 2016

Latest time and date for acceptance  
of the Offer (*Notes 2 and 5*) . . . . . 4:00 p.m. on Friday, 12 February 2016

Closing Date of the Offer (*Note 4*) . . . . . Friday, 12 February 2016

Announcement of the results of the Offer  
(or its extension or revision, if any), to be posted  
on the website of the Stock Exchange (*Note 2*) . . . . . not later than 7:00 p.m.  
on Friday, 12 February 2016

Latest date for posting of remittances in respect of  
valid acceptances received under the Offer (*Notes 3 and 5*) . . . . . Tuesday, 23 February 2016

*Note 1:* The Offer, which is unconditional, is made on the date of posting of the Composite Document, and is capable of being accepted on and from that date until the Closing Date.

*Note 2:* The latest time for acceptance of the Offer is 4:00 p.m. on Friday, 12 February 2016 unless the Joint Offerors revise or extend the Offer in accordance with the Takeovers Code. The Joint Offerors and the Company will jointly issue an announcement through the website of the Stock Exchange no later than 7:00 p.m. on Friday, 12 February 2016 stating whether the Offer has been extended, revised or has closed for acceptance. In the event that the Joint Offerors decide to extend the Offer, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.

*Note 3:* Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven Business Days after the date of receipt by the Registrar of a duly completed acceptance in accordance with the Takeovers Code.

*Note 4:* Acceptance of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to paragraph 6 headed "Right of withdrawal" in Appendix I to the Composite Document for further information on the circumstances where acceptances may be withdrawn.

*Note 5:* If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning signal:

- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer, and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer, and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

Save as mentioned above, if the latest time for acceptance of the Offer and posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Joint Offerors and the Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

**All references to date and time contained in the above timetable refer to Hong Kong date and time.**

**Independent Shareholders are encouraged to read the Composite Document and the Form of Acceptance carefully, including the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer and the advice and recommendation from First Shanghai to the Independent Board Committee and the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer.**

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

By Order of the Sole Director of  
**Youfu Investment Co., Ltd**  
**Sun Mingwen**  
*Sole Director*

By Order of the Sole Director of  
**Zhisheng Enterprise Investment Co., Ltd**  
**He Yeqin**  
*Sole Director*

Hong Kong, 22 January 2016

*As at the date of this joint 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 jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Joint Offerors, Ms. He and Mr. Sun, their respective associates and parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the information relating to the the Joint Offerors, Ms. He and Mr. Sun, their respective associates and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of Youfu is Mr. Sun and the sole director of Zhisheng is Ms. He.*

*The sole director of each of the Joint Offerors accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, its associates and parties acting in concert with them) and confirms, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinion expressed by the Group, its associates and parties acting in concert with them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*