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*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*



**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**

**CLOSE OF 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)  
AND  
RESULT OF THE OFFER**

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



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

\* *for identification purpose only*

## **CLOSE OF THE OFFER**

The Company and the Joint Offerors jointly announce that the Offer was closed at 4:00 p.m. on Friday, 12 February 2016 and was not revised or extended by the Joint Offerors.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on Friday, 12 February 2016, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Joint Offerors had received valid acceptances in respect of a total of 40,000 Offer Shares under the Offer, representing approximately 0.004% of the entire issued share capital of the Company as at the date of this joint announcement.

Reference is made to the composite offer and response document dated 22 January 2016 (the **Composite Document**) jointly issued by Topsearch International (Holdings) Limited (the **Company**) and Youfu Investment Co., Ltd and Zhisheng Enterprise Investment Co., Ltd (the **Joint Offerors**) and the announcement dated 28 January 2016 jointly issued by the Company and the Joint Offerors in relation to, among other things, the Offer. Capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document unless the context herein requires otherwise.

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## **SHAREHOLDING STRUCTURE AND PUBLIC FLOAT OF THE COMPANY**

Immediately before the commencement of the Offer Period (i.e. 24 September 2015), the Joint Offerors and parties acting in concert with them did not hold, control or direct any Share or rights over Shares.

Immediately following the Sale and Purchase Completion and before the commencement of the Offer (i.e. 15 January 2016), the Joint Offerors and parties acting in concert with them held, controlled or directed 510,250,000 Shares, representing approximately 51.025% of the entire issued share capital of the Company, but did not hold, control or direct any other rights over Shares.

Upon the close of the Offer, taking into account 40,000 Offer Shares received from valid acceptances under the Offer, the Joint Offerors and parties acting in concert with them hold, control or direct an aggregate of 510,290,000 Shares, representing approximately 51.029% of the entire issued share capital of the Company as at the date of this joint announcement. Save for the acquisition of the Sale Shares pursuant to the Sale and Purchase Agreement and 40,000 Offer Shares received from valid acceptances under the Offer, none of the Joint Offerors and parties acting in concert with them had acquired or agreed to acquire any Shares or rights over the Shares during the Offer Period. Further, none of the Joint Offerors or any parties acting in concert with them had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period.

The following table sets out the shareholding structure of the Company (i) immediately after the Sale and Purchase Completion and before the commencement of the Offer; and (ii) immediately after the close of the Offer (taking into account the valid acceptances received) and as at the date of this joint announcement:—

|   | <b>(i) Immediately after<br/>the Sale and Purchase<br/>Completion and before<br/>the commencement<br/>of the Offer</b> |                          | <b>(ii) Immediately after<br/>the close of the Offer<br/>and as at the date of<br/>this joint announcement</b> |                          |
|---|--|--------------------------|--|--------------------------|
|   | <i>Number<br/>of Shares</i>  | <i>Approximate<br/>%</i> | <i>Number<br/>of Shares</i>  | <i>Approximate<br/>%</i> |
| The Joint Offerors and parties acting in<br>concert with them |  |                          |  |                          |
| Youfu   | 340,166,000  | 34.017                   | 340,192,667  | 34.019                   |
| Zhisheng  | 170,084,000  | 17.008                   | 170,097,333  | 17.010                   |
| Sub-total   | 510,250,000  | 51.025                   | 510,290,000  | 51.029                   |
| Public Shareholders   | 489,750,000  | 48.975                   | 489,710,000  | 48.971                   |
| <b>Total</b>  | <b>1,000,000,000</b>   | <b>100.000</b>           | <b>1,000,000,000</b>   | <b>100.000</b>           |

Upon the close of the Offer, 489,710,000 Shares, representing approximately 48.971% of the entire issued share capital of the Company, are held by the public. Accordingly, as at the date of this joint announcement, the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules is satisfied.

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, 12 February 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 of the Company 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 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 statement 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 enquires, that to the best of his 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.*