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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)

**COMPLETION OF PLACING OF NEW SHARES
UNDER GENERAL MANDATE**

Placing Agent



References are made to the announcements of Topsearch International (Holdings) Limited (the “**Company**”) dated 26 February 2016 and 1 March 2016 (the “**Update Announcement**”) (collectively the “**Announcements**”) in relation to the Placing. Unless otherwise stated herein, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE PLACING

The Board is pleased to announce that the condition of the Placing Agreement has been fulfilled. The Placing was completed on 9 March 2016 pursuant to which the Company has allotted and issued 200,000,000 Placing Shares at the Placing Price of HK\$0.925 per Placing Share to China Aim.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, China Aim, being an independent professional investor, and its ultimate beneficial owner are Independent Third Parties. Please refer to the Update Announcement for further details of China Aim and its ultimate beneficial owner.

The net proceeds from the Placing (after deducting the placing commission payable to the Placing Agent and other expenses incurred in the Placing) are approximately HK\$182.48 million. The Company intends to apply the net proceeds from the Placing as general working capital of the Group.

* *for identification purpose only*

EFFECT ON SHAREHOLDING OF THE PLACING

The shareholding structure of the Company immediately before and after Completion, are as follows:

	Immediately before Completion		Immediately after Completion	
	No. of Shares	Approximate per cent.	No. of Shares	Approximate per cent.
Youfu Investment Co., Ltd. (Note 1)	340,192,667	34.02	340,192,667	28.35
Zhisheng Enterprise Investment Co., Ltd. (Note 2)	170,097,333	17.01	170,097,333	14.17
China Aim	—	—	200,000,000	16.67
Public Shareholders	<u>489,710,000</u>	<u>48.97</u>	<u>489,710,000</u>	<u>40.81</u>
Total	<u>1,000,000,000</u>	<u>100.00</u>	<u>1,200,000,000</u>	<u>100.00</u>

Notes:

1. Mr. Sun Mingwen is the beneficial owner of the entire issued share capital of Youfu Investment Co., Ltd. and is deemed to be interested in the 340,192,667 Shares held by Youfu Investment Co, Ltd. under the Securities and Futures Ordinance.
2. Ms. He Yeqin is the beneficial owner of the entire issued share capital of Zhisheng Enterprise Investment Co., Ltd. and is deemed to be interested in the 170,097,333 Shares held by Zhisheng Enterprise Investment Co., Ltd. under the Securities and Futures Ordinance.

The Placing Shares represent 20% of the issued share capital of the Company immediately before Completion and approximately 16.67% of the then issued share capital of the Company after the Placing. As such, China Aim will become a substantial shareholder immediately after Completion.

By Order of the Board
Cheok Ho Fung
Chairman and Chief Executive Officer

Hong Kong, 9 March 2016

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.