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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Topsearch International (Holdings) Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS FOR**  
**(I) RE-ELECTION OF RETIRING DIRECTORS;**  
**(II) GENERAL MANDATES TO REPURCHASE SHARES**  
**AND TO ISSUE NEW SHARES OF THE COMPANY; AND**  
**(III) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Topsearch International (Holdings) Limited (the "Company") to be held at Room 4702, 47th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 3 June 2016 at 10:00 a.m. is set out on pages 22 to 26 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.topsearch.com.hk](http://www.topsearch.com.hk)).

Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof if you so wish.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	an annual general meeting of the Company to be held at Room 4702, 47th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 3 June 2016 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 22 to 26 of this circular, or any adjournment thereof;
“Associate”	has the meaning ascribed to “Close Associate” under the Listing Rules;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 3(a) of the Letter from the Board in this circular;
“Bye-laws”	the bye-laws of the Company, as adopted, amended, altered or otherwise supplemented from time to time;
“Company”	Topsearch International (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“core connected person”	has the meaning ascribed thereto in the Listing Rules;
“Director”	any director of the Company from time to time;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	The Hong Kong Special Administrative Region of PRC;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board in this circular;

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## DEFINITIONS

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“Latest Practicable Date”	14 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as may be amended, supplemented or modified from time to time, which are applicable to companies listed on the main board of the Stock Exchange;
“PRC”	the People’s Republic of China;
“Repurchase Code”	the Listing Rules and Takeovers Code;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued shares of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the issued shares of the Company, shares forming part of the ordinary equity issued shares of the Company;
“Shareholder(s)” or “member(s)”	duly registered holder(s) of Share(s);
“substantial shareholder”	has the meaning ascribed thereto in the Listing Rules;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong; and
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. LIU Tingan

*(Chairman and Chief Executive Officer)*

Mr. CHEOK Ho Fung

*(Deputy Chairman)*

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Independent Non-executive Directors:*

Mr. WONG Wing Kee

Mr. NG Kee Sin

Mr. NG Man Kung

Dr. NGAI Wai Fung

Mr. LAU Fai Lawrence

*Principal Place of Business*

*in Hong Kong:*

3406, China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

22 April 2016

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR**  
**(I) RE-ELECTION OF RETIRING DIRECTORS;**  
**(II) GENERAL MANDATES TO REPURCHASE SHARES**  
**AND TO ISSUE NEW SHARES OF THE COMPANY; AND**  
**(III) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting to enable you to make a decision on whether to vote for or against the resolutions, among other matters, for (i) the re-election of Directors retiring at the Annual General Meeting; (ii) the granting of the Buyback Mandate to the Directors; (iii) the granting of the Issuance

\* *for identification purposes only*

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## LETTER FROM THE BOARD

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Mandate to the Directors; and (iv) the extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buyback Mandate.

### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 99 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third, shall retire from office such that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall include any Director who wishes to retire and does not offer himself for re-election and those who have been longest in office since their last election or appointment but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Pursuant to Bye-law 102(B) of the Bye-laws, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Pursuant to Bye-law 99 of the Bye-laws, Mr. Cheok Ho Fung (Executive Director), Mr. Wong Wing Kee (Independent Non-executive Director) and Mr. Ng Kee Sin (Independent Non-executive Director) shall retire at the Annual General Meeting. In addition, Mr. Liu Tingan (Executive Director), Mr. Ng Man Kung (Independent Non-executive Director), Dr. Ngai Wai Fung (Independent Non-executive Director) and Mr. Lau Fai Lawrence (Independent Non-executive Director), being Directors appointed by the Board on 22 March 2016 and after the Company's annual general meeting held on 5 June 2015, will hold office only until the next following general meeting of the Company pursuant to Bye-law 102(B) of the Bye-laws. Accordingly, they will retire at the Annual General Meeting.

All the retiring Directors (except Mr. Wong Wing Kee and Mr. Ng Kee Sin who had informed the Board that they will retire and not offer themselves for re-election as Directors because Mr. Wong Wing Kee wants to devote more time on his personal matters and commitments whereas Mr. Ng Kee Sin wants to devote more time on other business engagements which require more of his time and dedication) being eligible, will offer themselves for re-election at the Annual General Meeting.

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## LETTER FROM THE BOARD

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The Company is of the view that Mr. Wong Wing Kee and Mr. Ng Kee Sin, each of whom had made annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and had met independence guidelines set out in Rule 3.13 of the Listing Rules, are considered as independent.

Mr. Ng Man Kung (Independent Non-executive Director), Dr. Ngai Wai Fung (Independent Non-executive Director) and Mr. Lau Fai Lawrence (Independent Non-executive Director), being Directors appointed by the Board on 22 March 2016, had declared their respective independence pursuant to Rule 3.13 of the Listing Rules and had reported to the Stock Exchange accordingly.

Biographical details of the retiring Directors are set out in Appendix II (Details required under Rule 13.51(2) of the Listing Rules of retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular pursuant to Rule 13.74 of the Listing Rules.

Any Shareholder who wishes to nominate a person to stand for election as a Director at the Annual General Meeting must lodge with the Company at the Company's principal place of business in Hong Kong at 3406, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong (For the attention of the Chairman of the Board/Company Secretary), or 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 within the period from Friday, 22 April 2016 to Friday, 29 April 2016, both days inclusive, (i) written notice of intention to propose such a resolution, (ii) the aforesaid notice must (a) include the personal particulars of the candidate as required by Rule 13.51(2) of the Listing Rules; (b) be signed by the Shareholder concerned; (c) be signed by the candidate indicating his/her willingness to be elected as a Director; and (d) include the candidate's written consent of publishing his/her personal information.

### **3. BUYBACK AND ISSUANCE MANDATES**

At the last annual general meeting of the Company held on 5 June 2015, general mandates were granted to the Directors to exercise the powers of the Company to buy back Shares and to issue new Shares respectively. The buyback mandate granted on 5 June 2015 will expire at the conclusion of the Annual General Meeting. However, the issuance mandate granted on 5 June 2015 had been exercised in full whereas 200,000,000 new shares (i.e. 20% of the then issued share capital of the Company for the time being) had been placed and allotted on 9 March 2016.

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## LETTER FROM THE BOARD

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Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of the following new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate amount of up to 10% of the aggregate amount of the issued shares of the Company as at the date of passing of such resolution (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares of an aggregate amount of up to 20% of the aggregate amount of the issued shares of the Company as at the date of passing of such resolution (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next following annual general meeting of the Company to be held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 5 and 6 set out in the notice of the Annual General Meeting. With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares pursuant thereto.

Subject to the passing of the ordinary resolution no. 6 set out in the notice of the Annual General Meeting and on the basis that no further Shares would be issued prior to the Annual General Meeting, the Company would be allowed under the ordinary resolution no. 6 to issue a maximum of 240,000,000 Shares (representing 20% based on the issued shares of the Company as at the Latest Practicable Date).

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing certain information required by the Listing Rules to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I (Explanatory Statement on the Buyback Mandate) to this circular.



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## LETTER FROM THE BOARD

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#### 4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 22 to 26 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, among other matters, (i) the re-election of retiring Directors; (ii) the granting of the Buyback Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors; and (iv) the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.topsearch.com.hk](http://www.topsearch.com.hk)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and be deposited, 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 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, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting and any adjournment thereof, if you so wish.

For good corporate governance and as requested by the Listing Rules, the chairman of the Annual General Meeting will demand a poll on each of the resolutions set out in the notice of the Annual General Meeting in accordance with the Bye-laws, except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative manner (as defined under the Listing Rules) to be voted on by a show of hands. On a poll, every Shareholder present in person or by proxy, or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he is the holder.

The poll voting results conducted at the Annual General Meeting will be published by an announcement to be made by the Company in accordance with the Listing Rules following the conclusion of the Annual General Meeting at the websites of the Stock Exchange and of the Company respectively.

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## LETTER FROM THE BOARD

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### 5. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the granting of the Buyback Mandate and the granting/extension of the Issuance Mandate are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Buyback Mandate) and Appendix II (Details of retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

### 7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

**Liu Tingan**

*Chairman and Chief Executive Officer*

*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.*

## **1. REASONS FOR SHARE BUYBACK**

The Directors believe that the proposed granting of the Buyback Mandate is in the best interests of the Company and the Shareholders as a whole.

Buy-backs of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

## **2. TOTAL ISSUED SHARES**

As at the Latest Practicable Date, the total issued Shares comprised 1,200,000,000 Shares.

Subject to the passing of the ordinary resolution no. 5 set out in the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the date of the Annual General Meeting, the Directors would be authorised under the Buyback Mandate to repurchase a maximum of 120,000,000 Shares (representing 10% of the Shares in issue as at the date of Annual General Meeting) during the period in which the Buyback Mandate remains in force.

### 3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the laws of Bermuda and/or any other applicable laws.

The Company is empowered by its memorandum of association and Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchased by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are repurchased.

### 4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2015) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### 5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the substantial shareholders of the Company within the meaning of Part XV of the SFO, and in the event that the Directors exercise the Buyback Mandate in full, shareholding percentage of the substantial shareholders of the Company under the SFO would be as follows:

Name	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Buyback Mandate is exercised in full
Youfu Investment Co., Ltd.	28.35	31.50
Mr. Sun Mingwen ( <i>Note 1</i> )	28.35	31.50
Zhisheng Enterprise Investment Co., Ltd.	14.17	15.75
Ms. He Yeqin ( <i>Note 2</i> )	14.17	15.75
China Aim Holdings Limited	16.67	18.52

*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, representing approximately 28.35% of the total issued Shares as at the Latest Practicable Date, held by Youfu Investment Co., Ltd. under the SFO.
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 representing approximately 14.17% of the total issued Shares as at the Latest Practicable Date, held by Zhisheng Enterprise Investment Co., Ltd. under the SFO.

On the basis that the issued Shares and the shareholdings of the above substantial shareholders of the Company remain unchanged on the date of the Annual General Meeting, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the shareholdings of Youfu Investment Co., Ltd., Mr. Sun Mingwen, Zhisheng Enterprise Investment Co., Ltd., Ms. He Yeqin and China Aim Holdings Limited would be increased to approximately 31.50%, 31.50%, 15.75%, 15.75% and 18.52% respectively of the issued share capital of the Company. Accordingly, under Rule 26 and Rule 32 of the Takeovers Code, an obligation to make a general offer to the Shareholders may arise as a result of an exercise of the Buyback Mandate.

**6. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective Associates have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

**7. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2015</b>		
April	0.465	0.270
May	0.670	0.365
June	1.000	0.550
July	0.810	0.300
August	0.630	0.370
September	0.760	0.290
October	0.910	0.550
November	1.380	0.560
December	1.110	0.750

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
January	1.820	0.950
February	1.540	1.010
March	4.400	1.410
April up to the Latest Practicable Date	3.600	2.930

#### **8. REPURCHASES OF SHARES MADE BY THE COMPANY**

No buy-back of Shares had been made by the Company during the previous six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

*Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Bye-laws and will be proposed to be re-elected at the Annual General Meeting are provided below.*

**(1) Mr. Liu Tingan (“Mr. Liu”)**

Mr. Liu, aged 54, is an Executive Director, the chairman of the Board, the chief executive officer of the Company and the chairman of the executive committee of the Company (“**Executive Committee**”) since 22 March 2016.

Mr. Liu graduated from the Jiangxi University of Finance and Economics, China with a bachelor’s degree in Economics in 1983. He attained a master’s degree in Economics at Renmin University of China in 1987. In 1990, Mr. Liu joined a scholarship programme in Monetary Policy and Financial Markets launched by the University of Oxford, the United Kingdom. Mr. Liu has over 30 years of experience in finance management.

Mr. Liu was the managing director and chief investment officer of Reorient Financial Group Limited. Mr. Liu was also the managing director of Reorient Financial Markets Limited (stock code: 0376) from July to December 2015. He was the deputy chairman and president of China Life Insurance (Overseas) Company Limited from June 2008 to March 2015. He was a non-executive director of Sunshine Oilsands Limited (stock code: 2012) from February 2011 to June 2015 during which he was the chairman of the board of directors from November 2014 to June 2015. Mr. Liu worked at China Life Insurance Company Limited (stock code: 2628) and was the board secretary general and spokesman of the company between November 2003 and May 2008. He was the general manager of the investment centre of former China Life Insurance Company Limited between September 2000 and May 2004. Mr. Liu was the president of Guangzhou Branch and Assistant President of Hainan Development Bank between December 1994 and January 2000. He was the division chief of the State Commission for Economic Reforms, China between July 1987 and December 1994. Mr. Liu has been the deputy chairman of Hong Kong Institute of Directors since 2014 and a member of Financial Services Development Council of the Government of HKSAR since 2013. Mr. Liu has also been a member of the Hong Kong — Taiwan Business Co-operation Committee of the Hong Kong Trade Development Council since 2012 and a member of Insurance Advisory Committee of the Government of HKSAR since 2010. Mr. Liu was a member of the Listing Committee of The Stock Exchange of Hong Kong Limited from 2010 to 2015. From 2008 to 2015, he was the executive director of the Hong Kong Chinese Enterprises Association. Mr. Liu was awarded the “2013 Outstanding Leaders Award” by Hong Kong’s Capital Magazine in 2014, the “Director of the Year Award” by the Hong Kong Institute of Directors and Winner of China’s “Top 10 Economic Talents Special Award 2009” both in 2009.



The Company has entered into a service agreement with Mr. Liu on his appointment as an Executive Director for a term of three years commencing on 22 March 2016. The term is renewable automatically for successive term of three years on the same terms and conditions, unless notified by either party in writing of its decision not to renew the agreement. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws. His remuneration will be approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors' remuneration at the annual general meeting of the Company with reference to his duties and responsibilities with the Company and the prevailing market situation and shall be reviewed by the remuneration committee of the Company ("**Remuneration Committee**") from time to time.

Mr. Liu will be entitled to a lump sum remuneration of HK\$13,000,000 for the year of 2016 and an annual remuneration of HK\$6,000,000 and an annual discretionary bonus subject to the approval of the Board from 1 January 2017 onwards. The remuneration and benefits were determined with reference to Mr. Liu's past working experience, duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, Mr. Liu has not held any other position with the Company or other members of the Group and he has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Other than the relationship arising from being an Executive Director, the chairman of the Board, the chief executive officer of the Company and the chairman of the Executive Committee, Mr. Liu does not have any relationships with any other Directors, senior management, substantial shareholders, or controlling shareholders (as defined in the Listing Rules) of the Company, nor have they any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of SFO, and there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to (h) to (v) of Rule 13.51(2) of the Listing Rules.

**(2) Mr. Cheek Ho Fung ("Mr. Cheek")**

Mr. Cheek, aged 64, is an Executive Director, deputy chairman of the Board, a member of the Executive Committee and director of other members of the Group. He is the founder of the Group.

Mr. Cheek is responsible for overall strategic planning and the direction of the Group. With over 20 years of experience in the PCBs industry, Mr. Cheek also spearheads the Group's efforts in seeking out business development, capital investment and joint venture opportunities.

Prior to founding the Group, Mr. Cheok had held the positions of financial controller and various management positions in different multinational companies involved in computer related products, application systems, motor vehicles and agricultural equipment, ship repairing and oil-rig construction, business-form printing and PCBs manufacturing. Mr. Cheok has been a fellow member of the Association of Chartered Certified Accountants since 1980, a member of the Chartered Institute of Management Accountants since 1981 and the Hong Kong Institute of Certified Public Accountants since 1990.

Mr. Cheok has entered into a service agreement with the Company on 30 May 2002 for an initial fixed term of three years and shall continue thereafter for successive terms of one year each commencing from the day immediately following the expiry of the then current terms of the service agreement. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws. For the financial year ended 31 December 2015, Mr. Cheok received annual emoluments of HK\$5,601,000, including the housing benefits in kind. His emoluments and performance bonus was approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors' remuneration at the annual general meeting of the Company with reference to his duties and responsibilities with the Company and the prevailing market situation and shall be reviewed by the Remuneration Committee from time to time.

Prior to 15 January 2016, Mr. Cheok was one of the substantial Shareholders, a director and a shareholder of Inni International Inc. which was also one of the substantial Shareholders. Details of his interest in the shares and underlying Shares as at 31 December 2015 have been disclosed in the section headed "Report of the Directors" under the sub-sections headed "Directors' Interests in Shares and Underlying Shares" and "Substantial Shareholders and Other Persons' Interests in Shares and Underlying Shares" of the 2015 Annual Report of the Company.

Save as disclosed above, Mr. Cheok has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Other than the relationship arising from being an Executive Director, deputy chairman of the Board and a member of the Executive Committee, and being the father of Mr. Cheok Lup Yin, Eric, director of some of the other members of the Group, Mr. Cheok does not have any relationships with any other Directors and senior management (as defined in the Listing Rules), and there are no other matters concerning Mr. Cheok that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to (h) to (v) of Rule 13.51(2) of the Listing Rules.

**(3) Mr. Ng Man Kung (“Mr. MK Ng”)**

Mr. MK Ng, aged 64, is an Independent Non-executive Director, the chairman of the nomination committee of the Company (“**Nomination Committee**”), a member of the audit committee of the Company (“**Audit Committee**”) and a member of the Remuneration Committee since 22 March 2016.

Mr. MK Ng graduated from the Hong Kong Polytechnic University with an attendance certificate in banking. Mr. MK Ng has over 28 years of management experience in the banking industry. He had worked as a business consultant at China Orient Asset Management (International) Holding Limited, a company principally engaged in investment, from January 2014 to April 2015. He worked at Chiyu Banking Corporation Ltd. from July 1969 to December 2012, and was the chief executive of the company from April 1992 to July 2012. Mr. MK Ng was an honorary president of the 37th Chinese Bankers Club, Hong Kong, a member of the Council of Hong Kong Polytechnic University from April 1999 to March 2003 and a member of the 10th Fujian Province Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議第十屆福建省委員會委員). Mr. MK Ng has been an independent non-executive director of Fujian Holdings Limited (stock code: 181) since June 2014, an independent non-executive director of ELL Environmental Holdings Limited (stock code: 1395) since September 2014 and an independent non-executive director of Global Tech (Holdings) Limited (stock code: 143) since March 2016.

Mr. MK Ng had signed a letter of appointment with the Company as an Independent Non-executive Director for an initial term of three years effective from 22 March 2016. The term of Independent Non-executive Director is renewable automatically for successive terms of three years each commencing from the next day after the expiry of the then current term of appointment, unless terminated by not less than three months’ notice in writing served by the Independent Non-executive Director or the Company expiring at the end of the initial term or at any time thereafter. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws.

Mr. MK Ng is entitled to a director’s fee of HK\$150,000 per annum, which comprises an annual remuneration of HK\$120,000 and an annual committee remuneration of HK\$30,000. The director’s fee payable to Mr. MK Ng was approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors’ remuneration at the annual general meeting of the Company with reference to his duties and responsibilities with the Company and the prevailing market situation and shall be reviewed by the Remuneration Committee from time to time.

Save as disclosed above, Mr. MK Ng has not held any other position with the Company or other members of the Group and he has not held any directorship in any other public companies the securities of which are listed on any securities market in

Hong Kong or overseas in the past three years. Other than the relationship arising from being an Independent Non-executive Director, the chairman of the Nomination Committee, a member of the Audit Committee and a member of the Remuneration Committee, Mr. MK Ng does not have any relationships with any other Directors, senior management, substantial shareholders, or controlling shareholders (as defined in the Listing Rules) of the Company, nor have they any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of SFO, and there are no other matters concerning Mr. MK Ng that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to (h) to (v) of Rule 13.51(2) of the Listing Rules.

**(4) Dr. Ngai Wai Fung (“Dr. Ngai”)**

Dr. Ngai, aged 54, is an Independent Non-executive Director, the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee since 22 March 2016.

Dr. Ngai is the chief executive officer of SW Corporate Services Group Limited, a specialty company secretarial, corporate governance and compliance services provider to companies in pre-IPO and post-IPO stages. Prior to that, he was the director and head of listing services of an independent integrated corporate services provider. He has over 20 years of senior management experience including acting as the executive director, chief financial officer and company secretary, most of which are in the areas of finance, accounting, internal control and regulatory compliance, corporate governance and secretarial work for listed issuers including major red chips companies. He had led or participated in a number of significant corporate finance projects including listings, mergers and acquisitions as well as issuance of debt securities. Dr. Ngai is the president of Hong Kong Institute of Chartered Secretaries, a member of the Qualification and Examination Board of the Hong Kong Institute of Certified Public Accountants, the Adjunct Professor of Law of Hong Kong Shue Yan University and a member of the General Committee of the Chamber of Hong Kong Listed Companies. Dr. Ngai was appointed by the Chief Executive of the Hong Kong Special Administrative Region as a member of the Working Group on Professional Services under the Economic Development Commission for two years in 2013 and reappointed for further two years in 2015. He is a fellow of the Association of Chartered Certified Accountants in the United Kingdom, a member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Institute of Chartered Secretaries and Administrators, a fellow of the Hong Kong Institute of Chartered Secretaries, a fellow of Hong Kong Institute of Directors and a member of Hong Kong Securities and Investment Institute. Dr. Ngai obtained a Doctoral Degree in Finance at Shanghai University of Finance and Economics in 2011 and received a Master’s Degree in Corporate Finance from Hong Kong Polytechnic University in 2002 and a Master’s Degree in Business Administration from Andrews University of Michigan in 1992 and a Bachelor’s Degree in Laws at University of Wolverhampton in 1994.

Dr. Ngai is currently an independent non-executive director of two dual-listing companies whose shares are listed on the Stock Exchange (“SEHK”) and Shanghai Stock Exchange (“SSE”), namely China Railway Group Limited (SEHK, Stock Code: 00390, SSE, Stock Code: 601390), China Coal Energy Company Limited (SEHK, Stock Code: 01898; SSE, Stock Code: 601898) and BBMG Corporation (English translation denotes for identification purposes only) (SEHK, Stock Code: 02009, SSE, Stock Code: 601992). In addition, Dr. Ngai is the independent non-executive director of the following companies, namely BaWang International (Group) Holding Limited (SEHK, Stock Code: 01338), Bosideng International Holdings Limited (SEHK, Stock Code: 03998), Biostime International Holdings Limited (SEHK, Stock Code: 01112), Beijing Capital Juda Limited (formerly known as Juda International Holdings Limited) (SEHK, Stock Code: 01329), Powerlong Real Estate Holdings Limited (SEHK, Stock Code: 01238), SITC International Holdings Company Limited (SEHK, Stock Code: 01308), TravelSky Technology Limited (SEHK, Stock Code: 00696), and Yangtze Optical Fibre and Cable Joint Stock Limited Company (SEHK, Stock Code: 06869). Dr. Ngai is also an independent director of LDK Solar Co., Ltd. which recently received a winding-up order from the Grand Court of the Cayman Islands on 6 April 2016 (whose American depositary shares were listed on the New York Stock Exchange, now are currently listed on OTC Pink Limited Information, stock code: LDKYQ). He was the independent non-executive director of China Life Insurance Company Limited (SEHK, Stock Code: 02628) from December 2006 to May 2009, the independent non-executive director of Franshion Properties (China) Limited (SEHK, Stock Code: 00817) from May 2007 to June 2011, the independent non-executive director of China Railway Construction Corporation Limited (SEHK, Stock Code: 01186; SSE, Stock Code: 601186) from November 2007 to October 2014 and the independent non-executive director of Sany Heavy Equipment International Holdings Company Limited (SEHK, Stock Code: 00631) from November 2009 to December 2015.

Dr. Ngai had signed a letter of appointment with the Company as an Independent Non-executive Director for an initial term of three years effective from 22 March 2016. The term of Independent Non-executive Director is renewable automatically for successive terms of three years each commencing from the next day after the expiry of the then current term of appointment, unless terminated by not less than three months’ notice in writing served by the Independent Non-executive Director or the Company expiring at the end of the initial term or at any time thereafter. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws.

Dr. Ngai is entitled to a director’s fee of HK\$150,000 per annum, which comprises an annual remuneration of HK\$120,000 and an annual committee remuneration of HK\$30,000. The director’s fee payable to Dr. Ngai was approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors’ remuneration at the annual general meeting of the Company with reference to his duties and responsibilities with the Company and the prevailing market situation and shall be reviewed by the Remuneration Committee from time to time.

Save as disclosed above, Dr. Ngai has not held any other position with the Company or other members of the Group and he has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Other than the relationship arising from being an Independent Non-executive Director, the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee, Dr. Ngai does not have any relationships with any other Directors, senior management, substantial shareholders, or controlling shareholders (as defined in the Listing Rules) of the Company, nor have they any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of SFO, and there are no other matters concerning Dr. Ngai that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to (h) to (v) of Rule 13.51(2) of the Listing Rules.

**(5) Mr. Lau Fai Lawrence (“Mr. Lau”)**

Mr. Lau, aged 44, is an Independent Non-executive Director, the chairman of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee since 22 March 2016.

Mr. Lau is currently a practising certified public accountant in Hong Kong and a fellow member of the Association of Chartered Certified Accountants in the UK. Mr. Lau graduated from The University of Hong Kong with a bachelor’s degree in business administration in 1994 and obtained a master’s degree in corporate finance from Hong Kong Polytechnic University in 2007.

Mr. Lau joined BBMG Corporation (listed on the Main Board of the Stock Exchange) (Stock Code: 2009) on 6 August 2008 as joint company secretary and qualified accountant. Since 26 October 2012, Mr. Lau serves as the company secretary of BBMG Corporation.

Before joining BBMG Corporation, Mr. Lau has served as the group financial controller and qualified accountant of Founder Holdings Limited (Stock Code: 418) and PKU Resources (Holdings) Company Limited (previously known as EC-Founder (Holdings) Company Limited) (Stock Code: 618), both companies listed on the Main Board of the Stock Exchange. Mr. Lau is an executive director of Central Wealth Financial Group Limited (previously known as China For You Group Company Limited) (listed on the Main Board of the Stock Exchange) (Stock Code: 572). Mr. Lau is also an independent non-executive director of Artini China Co. Ltd., (Stock Code: 789) and an independent non-executive director of Titan Petrochemicals Group Limited (Stock Code: 1192), both of these companies are listed on the Main Board of the Stock Exchange.



Mr. Lau had signed a letter of appointment with the Company as an Independent Non-executive Director for an initial term of three years effective from 22 March 2016. The term of Independent Non-executive Director is renewable automatically for successive terms of three years each commencing from the next day after the expiry of the then current term of appointment, unless terminated by not less than three months' notice in writing served by the Independent Non-executive Director or the Company expiring at the end of the initial term or at any time thereafter. He is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws.

Mr. Lau is entitled to a director's fee of HK\$150,000 per annum, which comprises an annual remuneration of HK\$120,000 and an annual committee remuneration of HK\$30,000. The director's fee payable to Mr. Lau was approved by the Board subject to the authority granted by the Shareholders to authorise the Board to fix the Directors' remuneration at the annual general meeting of the Company with reference to his duties and responsibilities with the Company and the prevailing market situation and shall be reviewed by the Remuneration Committee from time to time.

Save as disclosed above, Mr. Lau has not held any other position with the Company or other members of the Group and he has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Other than the relationship arising from being an Independent Non-executive Director, the chairman of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee, Mr. Lau does not have any relationships with any other Directors, senior management, substantial shareholders, or controlling shareholders (as defined in the Listing Rules) of the Company, nor have they any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of SFO, and there are no other matters concerning Mr. Lau that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to (h) to (v) of Rule 13.51(2) of the Listing Rules.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the Annual General Meeting of Topsearch International (Holdings) Limited (the “**Company**”) will be held at Room 4702, 47th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Friday, 3 June 2016 at 10:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To consider and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and independent Auditors of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2015.
2. To re-elect the retiring Directors of the Company, Mr. Liu Tingan, Mr. Cheok Ho Fung, Mr. Ng Man Kung, Dr. Ngai Wai Fung and Mr. Lau Fai Lawrence.
3. To authorise the Board of Directors of the Company to fix the remuneration of the Directors.
4. To re-appoint the retiring Auditors of the Company, BDO Limited, and to authorise the Board of Directors to fix their remuneration.

\* *for identification purposes only*



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## NOTICE OF THE ANNUAL GENERAL MEETING

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### SPECIAL BUSINESS

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the total amount of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares of

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## NOTICE OF THE ANNUAL GENERAL MEETING

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the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate amount of issued shares allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options granted under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement for the time being adopted providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,

shall not exceed 20% of the aggregate amount of the issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

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## NOTICE OF THE ANNUAL GENERAL MEETING

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“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 5 and 6 set out in the notice convening this meeting, the general mandate referred to in resolution no. 6 above be and is hereby extended by the addition to the aggregate amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate amount of shares purchased by the Company pursuant to the mandate referred to in resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate amount of the shares of the Company in issue as at the date of passing this resolution.”

On behalf of the Board

**Liu Tingan**

*Chairman and Chief Executive Officer*

Hong Kong, 22 April 2016

*Principal Place of Business in Hong Kong:*

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

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*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. The register of members of the Company will be closed from Wednesday, 1 June 2016 to Friday, 3 June 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with 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, for registration not later than 4:30 p.m. on Tuesday, 31 May 2016.
4. In relation to the ordinary resolutions nos. 5, 6 and 7 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company pursuant to the relevant mandates.
5. 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.
6. As at the date of this notice, the Board of Directors of the Company comprises Mr. Liu Tingan and Mr. Cheok Ho Fung being Executive Directors and Mr. Wong Wing Kee, Mr. Ng Kee Sin, Mr. Ng Man Kung, Dr. Ngai Wai Fung and Mr. Lau Fai Lawrence being Independent Non-executive Directors.