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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 10:00 a.m. on Thursday, 27 October 2016, at Room 3601-3602, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To re-elect the retiring Director of the Company, Mr. Zhou Huorong.

#### **SPECIAL BUSINESS**

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

“THAT

- (a) the grant of specific mandate to the directors of the Company (the “**Directors**”) to exercise all the powers of the Company to allot and issue an aggregate of 60,000,000 new shares (the “**Award Shares**”), credited as fully paid, to Computershare Hong Kong Trustees Limited (the “**Trustee**”) to hold on trust for Mr. Zhou Huorong, in accordance with the terms of the share award scheme adopted by the Company on 17 May 2016 (the “**Share Award Scheme**”) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

\* *For identification purposes only*

- (b) the award of 60,000,000 Award Shares pursuant to the Share Award Scheme to Mr. Zhou Huorong, who is a Director and accordingly a connected person (as defined in Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) to the Company, is hereby approved, confirmed and ratified;
- (c) any one or more of the Director(s) be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Award and the transactions contemplated thereunder, including but not limited to the issue and allotment of the new Award Shares pursuant to the Share Award Scheme.”

On behalf of the Board  
**Liu Tingan**  
*Chairman and Chief Executive Officer*

Hong Kong, 30 September 2016

*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 Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more Shares 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 notarial 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 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 comprises Mr. Liu Tingan, Mr. Cheok Ho Fung and Mr. Zhou Huorong being executive Directors and Mr. Ng Man Kung, Dr. Ngai Wai Fung and Mr. Lau Fai Lawrence being independent non-executive Directors.