
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 and the relevant proxy forms and reply slips to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular is for information purpose 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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

The Company will convene the special general meeting on Monday, 23 January 2017, at 10:00 a.m., at Room 3601-3602, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong. Notices of the SGM is set out on pages 8 to 9 of this circular. A letter from the Board is set out on pages 3 to 7 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

29 December 2016

* For identification purposes only

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DEFINITIONS

In this circular, the following terms shall have the following meaning unless the context otherwise requires:

“Announcement”	announcement dated on 22 December 2016 made by the Company in relation to the Proposed Change of Company Name
“Board”	the board of Directors from time to time of the Company
“Company”	Topsearch International (Holdings) Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 2323)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Proposed Change of Company Name”	the proposed change of the Company’s English name from “Topsearch International (Holdings) Limited” to “China HKBridge Holdings Limited” and the adoption of the Chinese name “中國港橋控股有限公司” as the secondary name of the Company to replace its existing name in Chinese “至卓國際(控股)有限公司” which is currently used for identification purposes only
“SGM”	the special general meeting of the Company to be convened and held for considering and approving the Proposed Change of Company Name as referred to in this circular, or any adjournment thereof
“SGM Notice”	the notice convening the SGM as set out on pages 8 to 9

DEFINITIONS

“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



TOPSEARCH INTERNATIONAL (HOLDINGS) LIMITED
至卓國際(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

Board of Directors:

Executive Directors:

Mr. Liu Tingan

(Chairman and Chief Executive Officer)

Mr. Cheok Ho Fung

(Deputy Chairman)

Mr. Zhou Huorong

Independent Non-Executive Directors:

Mr. Ng Man Kung

Dr. Ngai Wai Fung

Mr. Lau Fai Lawrence

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Principal place of business in

Hong Kong:

Room 3601-3602

Bank of America Tower

12 Harcourt Road

Central, Hong Kong

29 December 2016

To the Shareholders:

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

The Company refers to its Announcement pursuant to which the Company announced that the Board proposed to change the Company's English name from "Topsearch International (Holdings) Limited" to "China HKBridge Holdings Limited" and the adoption of the Chinese name "中國港橋控股有限公司" as the secondary name of the Company to replace its existing name in Chinese "至卓國際(控股)有限公司" which is currently used for identification purposes only.

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LETTER FROM THE BOARD

The purpose of this circular is to give you (i) further information regarding the Proposed Change of Company Name; and (ii) the notice of the SGM at which a special resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the Company's English name from "Topsearch International (Holdings) Limited" to "China HKBridge Holdings Limited" and the adoption of the Chinese name "中國港橋控股有限公司" as the secondary name of the Company to replace its existing name in Chinese "至卓國際(控股)有限公司" which is currently used for identification purposes only.

REASONS FOR THE CHANGE OF COMPANY NAME

The Company is principally engaged in manufacturing and sale of a broad range of printed circuit boards. As disclosed in the Company's announcement dated 23 March 2016, the Company plans to expand its business to the carrying out of managing assets and funds for clients as well as financial investments from available investment monies of the Company including but not limited to securities, bonds and debentures of companies on discretionary basis. As disclosed in the Company's circular dated 30 September 2016, the Company, through its indirect wholly-owned subsidiary, Hong Kong Bridge Investments Limited ("HKBI"), has submitted its application to the Securities and Futures Commission ("SFC") for the necessary licenses to conduct Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities as defined under the Securities and Futures Ordinance ("SFO"). The SFC has approved HKBI to conduct Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities under section 127(1) of the SFO with effect from 21 December 2016. The approval is subject to licensing conditions that HKBI shall not hold client assets (as defined under the SFO) and HKBI shall only provide services to professional investors (as defined under the SFO and its subsidiary legislation). Therefore, the Board considers that the Proposed Change of Company Name will provide the Group with better identification of its future business and a new corporate identity and image, which is in alignment with the Company's long-term strategic targets.

The Board is of the view that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to:

- (a) the approval of the Registrar of Companies in Bermuda having been obtained for the Proposed Change of Company Name; and
- (b) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the SGM.

The relevant filings with the Registrar of Companies in Bermuda will be made after the passing of the special resolution at the SGM.

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new English name and the Chinese secondary name of the Company on the register in place of the existing English name of the Company. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

EFFECTS OF THE CHANGE OF COMPANY NAME

Notwithstanding the Proposed Change of Company Name, the overall strategies of the Company remain unchanged.

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities, and the existing share certificates will continue to be valid for trading, settlement and registration purposes.

There will not be any arrangements for free exchange of the existing share certificates of the Company for new share certificates under the new name of the Company. However, only new share certificates of the Company will be issued under the new name of the Company after the Proposed Change of Company Name has become effective.

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

LETTER FROM THE BOARD

Further announcement(s) will be made by the Company to inform the Shareholders of the effective date of the Proposed Change of Company Name, the new English and Chinese stock short names of the Company for trading in the shares of the Company on the Stock Exchange and the new website address of the Company as and when appropriate.

SGM

The SGM Notice is set out on pages 8 to 9 of this circular.

The SGM will be convened for the purpose of obtaining approval from the Shareholders for the Proposed Change of Company Name and to authorise the Board to determine and deal with matters relating thereto, at its discretion with full authority.

Proxy form for use at the SGM is enclosed with this circular. Whether or not you intend to attend the SGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the branch share registrar of the Company, 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 holding the SGM. Completion and return of a proxy form will not preclude Shareholders from attending and voting at the SGM if they so wish and in such event, the proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the SGM will be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolution to be proposed at the SGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that the Proposed Change of Company Name is in the interest of the Company and its Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of the special resolution to approve the Proposed Change of Company Name as set out in the SGM Notice.

By order of the Board of
Topsearch International (Holdings) Limited
Liu Tingan
Chairman and Chief Executive Officer

NOTICE OF SPECIAL GENERAL MEETING



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 on Monday, 23 January 2017, at 10:00 a.m., at Room 3601-3602, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong for the following purposes:

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

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “Topsearch International (Holdings) Limited” to “China HKBridge Holdings Limited” and a new Chinese name “中國港橋控股有限公司” be adopted as the secondary name of the Company to replace its existing name in Chinese “至卓國際(控股)有限公司” which is currently used for identification purposes only (the “Proposed Change of Company Name”), and any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he considers necessary or expedient in connection with the implementation of or in order to give effect to the Proposed Change of Company Name.”

On behalf of the Board

Topsearch International (Holdings) Limited

Liu Tingan

Chairman and Chief Executive Officer

Hong Kong, 29 December 2016

* *For identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

Principal Place of Business in Hong Kong

Room 3601-3602

Bank of America Tower

12 Harcourt 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.