

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **TOPSEARCH INTERNATIONAL (HOLDINGS) LIMITED**

**至卓國際(控股)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2323)**

### **CONTINUING CONNECTED TRANSACTION TENANCY AGREEMENT**

#### **TENANCY AGREEMENT**

The Board announces that, on 28 May 2014, Keentop Investment as landlord and Topsearch HK as tenant entered into the Tenancy Agreement, pursuant to which Topsearch HK agreed to lease from Keentop Investment the Properties for a term of three years commencing from 1 June 2014.

By virtue of the relationship between Keentop Investment and Topsearch HK which is more particularly described under the paragraph headed “Relationship between the parties” under the heading “Tenancy Agreement” in this announcement, the Tenancy Agreement constitutes a continuing connected transaction for the Company under the Listing Rules.

The Tenancy Agreement is subject to the reporting and announcement requirements set out in Rules 14A.45 and 14A.47 of the Listing Rules and is exempt from the independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

The terms of the Tenancy Agreement have been negotiated on an arm’s length basis. Based on the opinion of the Valuer, the Directors (excluding Mr. Cheok who has a material interest in the Tenancy Agreement and had abstained from voting on the board resolution for approving the Tenancy Agreement but including the independent non-executive Directors) consider that the terms of the Tenancy Agreement are fair and reasonable and on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

\* *for identification purposes only*

## TENANCY AGREEMENT

The principal terms of the Tenancy Agreement are as follows:

Date	:	28 May 2014
Parties	:	(1) Keentop Investment as landlord (2) Topsearch HK as tenant
Properties	:	House 7 and the Garden appurtenant thereto and Car Parking Spaces Nos. 7A and 7B on Basement Floor, Las Pinadas, No. 33 Shouson Hill Road, Hong Kong
Term	:	Three years commencing from 1 June 2014 to 31 May 2017 (both days inclusive)
Monthly rental	:	HK\$165,000 (exclusive of rates, management fee and other outgoings as set out in the Tenancy Agreement)
Monthly management fee	:	HK\$11,390, subject to adjustment
Use of the Properties	:	Director's quarters

On 1 June 2011, Topsearch HK entered into a tenancy agreement with Keentop Investment in respect of the Properties for a lease term of three years from 1 June 2011 to 31 May 2014 (both days inclusive). The Tenancy Agreement was a renewal of such previous tenancy agreement. Details of such previous tenancy agreement have been set out in the announcement of the Company dated 1 June 2011.

The annual aggregate transaction value under such previous tenancy agreement during the lease term from 1 June 2011 to 31 May 2014 (both days inclusive) was approximately HK\$2,100,000 comprising a monthly rental in the sum of HK\$165,000 and the latest monthly management fee of HK\$9,900.

Taking into account of possible adjustment on management fee, the annual cap in respect of the Tenancy Agreement will be approximately HK\$2,150,000. The annual cap is calculated on the basis of the monthly rental payable in the sum of HK\$165,000 and the monthly management fee of HK\$11,390 (which is equivalent to the sum of HK\$176,390 per month and the sum of HK\$2,116,680 per year) plus an approximate 24% increment in the monthly management fee (which is equivalent to approximately HK\$2,750 per month and HK\$33,000 per year). The 24% increment in the management fee is an estimate of the possible increase in the management fee for the Properties in the forthcoming two-year period which has been arrived at on the same approximate rate of last management fee adjustment in the year 2014.

## **Relationship between the parties**

Topsearch HK is principally engaged in investment holding for printed circuit boards business and is an indirect wholly-owned subsidiary of the Company. Keentop Investment is an investment holding company and is beneficially owned as to 50% by each of Mr. Cheok and Mrs. Cheok. Mr. Cheok is the executive Director and chief executive officer of the Company and Mr. Cheok and Mrs. Cheok jointly hold the entire issued share capital of Inni. Mr. Cheok and Inni hold approximately 51.03% of the issued share capital of the Company as at the date of this announcement, Keentop Investment is therefore a connected person of the Company under the Listing Rules. Accordingly, the Tenancy Agreement constitutes a continuing connected transaction for the Company under the Listing Rules and is subject to the reporting and announcement requirements set out in Rules 14A.45 and 14A.47 of the Listing Rules and is exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **Reasons and benefit of the Tenancy Agreement**

Pursuant to the director's service agreement entered into between the Company and Mr. Cheok 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), as part of the remuneration package, Mr. Cheok is to be provided with residential accommodation in Hong Kong up to a value fixed from time to time by the Board during the continuation of his employment and for the better performance of his duties. The Properties are presently owned by Keentop which is beneficially owned by Mr. Cheok and Mrs. Cheok equally, and being occupied by Mr. Cheok and his family pursuant to such previous tenancy agreement between Keentop Investment and Topsearch HK dated 1 June 2011 (as discussed above), and the Board considers that it would be more convenient for the Group to continue the existing arrangement with Keentop Investment.

Keentop Investment has engaged the Valuer, a professional property valuer and Independent Third Party, to value the Properties. By its valuation report dated 23 May 2014, the Valuer has confirmed that the proposed monthly rental of HK\$165,000 was the market rent as at 23 May 2014. As defined in the valuation report issued by the Valuer, the terms "market rent" should be defined as "the estimated amount for which a property would be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had acted knowledgeably, prudently and without compulsion."

The terms of the Tenancy Agreement have been negotiated on an arm's length basis. Based on the opinion of the Valuer, the Directors (excluding Mr. Cheok who has a material interest in the Tenancy Agreement and had abstained from voting on the board resolution for approving the Tenancy Agreement but including the independent non-executive Directors) consider that the terms of the Tenancy Agreement are fair and reasonable and on normal commercial terms and in the interests of the Company and the Shareholders as a whole, and had therefore approved the Tenancy Agreement.

## GENERAL

The principal activities of the Group are the manufacture and sale of a broad range of double-sided and multilayer printed circuit boards.

The principal activity of Keentop Investment is real estate investment.

## DEFINITIONS

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

“Board”	board of Directors
“Company”	Topsearch International (Holdings) Limited, a company incorporated under the laws of Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	party independent of and not connected with the Directors, chief executives or substantial shareholders of the Company and its subsidiaries, or their respective associates (as defined in the Listing Rules) and not otherwise a connected person of the Company within the meaning of the Listing Rules
“Inni”	Inni International Inc., a company incorporated in the Republic of Liberia and which is owned as to 49% by Mr. Cheok and as to 51% jointly by Mr. Cheok and Mrs. Cheok
“Keentop Investment”	Keentop Investment Limited, a company incorporated under the laws of Hong Kong with limited liability and as at the date hereof, is beneficially owned as to 50% by each of Mr. Cheok and Mrs. Cheok
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

“Mr. Cheok”	Mr. Cheok Ho Fung, the chairman of the Board, the executive Director, Chief Executive Officer and a controlling shareholder of the Company
“Mrs. Cheok”	Mrs. Cheok Chu Wai Min, the spouse of Mr. Cheok, a controlling shareholder of the Company
“Properties”	House 7 and the Garden appurtenant thereto and Car Parking Spaces Nos. 7A and 7B on Basement Floor, Las Pinadas, No. 33 Shouson Hill Road, Hong Kong
“Shareholder(s)”	holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Topsearch HK”	Topsearch Printed Circuits (HK) Limited, a company incorporated under the laws of Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Tenancy Agreement”	the tenancy agreement dated 28 May 2014 and entered into between Keentop Investment as landlord and Topsearch HK as tenant
“Valuer”	DTZ Debenham Tie Leung Limited, a company incorporated in Hong Kong and an Independent Third Party
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

On behalf of the Board  
**Topsearch International (Holdings) Limited**  
**Cheok Ho Fung**  
*Chairman and Chief Executive Officer*

Hong Kong, 28 May 2014

*As at the date of this announcement, the Board comprises Mr. Cheok Ho Fung being the executive director, Mr. Tang Yok Lam, Andy and Mr. Ng Kwok Ying, Alvin being the non-executive directors and Mr. Leung Shu Kin, Alfred, Mr. Wong Wing Kee and Mr. Ng Kee Sin being the independent non-executive directors.*