

TOPSEARCH INTERNATIONAL (HOLDINGS) LIMITED

至卓國際 (控股) 有限公司 *

(“Company”)

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR
ELECTION AS A DIRECTOR OF THE COMPANY**

(Updated on 31 March 2014)

The procedures for a shareholder of the Company (the “Shareholder”) to propose a person for election as a director of the Company (the “Director”) are laid down as follows:-

1. PROVISIONS IN THE COMPANY’S BYE-LAWS

The Company’s Bye-laws numbered 102 (A) and 103 provide that:

102. (A) The Company may from time to time in general meeting by Ordinary Resolution elect any person to be 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 annual general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

103. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office at least seven days before the date of the general meeting. The period for lodgment of the notice required under this bye-law will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.

**for identification purposes only*

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

2.1 In compliance with the requirements of the Listing Rules, the Company shall:

2.1.1 publish an announcement or issue a supplementary circular in accordance with the Listing Rules upon receipt of a notice from a Shareholder to propose a person for election as a Director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;

2.1.2 include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of such person proposed to be elected as a Director;

2.1.3 publish such announcement or supplementary circular not less than 10 business days (as defined under the Listing Rules) before the date of the relevant general meeting; and

2.1.4 assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least 10 business days (as defined under the Listing Rules) to consider the relevant information disclosed in such announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

3.1 If a Shareholder wishes to propose a person (the “**Candidate**”) for election as a Director at a general meeting, he/she shall deposit a written notice of intention to propose such a resolution at the general meeting (the “**Notice**”) at the Company’s head office 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**.

- 3.2 The Notice must (i) include the personal particulars of the Candidate as required by Rule 13.51(2) of the Listing Rules; (ii) be signed by the Shareholder concerned; (iii) be signed by the Candidate indicating his/her willingness to be elected; and (iv) include the Candidate's written consent of publishing his/her personal information.
- 3.3 The period for lodgment of the Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.
- 3.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.