

**IN THE DISTRICT COURT OF APPEAL OF THE STATE OF FLORIDA
FOURTH DISTRICT**

CASE NO.: 4D2023-2016
L.T. CASE NO.: CACE17003780

TOPSEARCH PRINTED CIRCUITS MACAO
COMMERCIAL OFFSHORE CO. LTD., MACAU,

Appellant,

v.

CIRCUITRONIX, LLC,

Appellee.

_____ /

**APPELLEE CIRCUITRONIX, LLC'S MOTION FOR RECONSIDERATION
OF ORDER GRANTING APPELLANT'S MOTION FOR EXTENSION
OF TIME TO SERVE INITIAL BRIEF**

Appellee, Circuitronix, LLC ("CTX"), hereby respectfully requests, pursuant to Rule 9.300(a) of the Florida Rules of Appellate Procedure, that the Court reconsider its Order, dated January 4, 2024, granting Appellant's, Topsearch Printed Circuits Macao Commercial Offshore Company Limited, Macau ("Topsearch"), motion for extension of time to serve the initial appellate brief.

Topsearch's motion failed to state that CTX would "promptly file an objection," as required by Rule 9.300(a). Rule 9.300(a) also states that a party may serve its "response to a motion within 15 days of service of the motion," unless the Court shortens or extends the time. Here, the Court's Order granting Topsearch's request

was entered on January 4, 2024. Accordingly, the Order was entered less than 15 days after the motion was served, and CTX did not have a proper opportunity to timely file its response and objection. Topsearch's failure to properly notify the Court that CTX would "promptly file an objection," as required by the Rule, likely contributed to the motion being summarily granted before CTX could file a timely response within 15 days.

Further, Topsearch filed its request for 30-day extension of time after the original deadline had already passed, and provided no explanation, let alone a reasonable one, for that delay. In addition, Topsearch offered absolutely no information to demonstrate good cause sufficient to support the 30-day extension it requested. For these reasons alone, the motion could have been denied. Indeed, Topsearch appears to be delaying merely for the purpose of delay, without any good cause or other reasonable justification for doing so. Topsearch has already benefited from a prior 60-day extension of time, and filed its notice of appeal all the way back on August 18, 2023, more than 5 full months ago.

In addition, a further delay of this appeal will significantly prejudice CTX. Topsearch is a Chinese manufacturing company headquartered outside the United States in the special administrative region of Macau. The jury in this case found that Topsearch committed fraud, among other things, and awarded CTX nearly \$5 million for the damages caused by Topsearch's illegal activity, deception, and malfeasance.

The trial court entered a final judgment, including costs and prejudgment interest, for the net amount of \$6,944,217.36. Including post-judgment interest, Topsearch's debt to CTX currently exceeds **\$7 million** (and counting). To date, Topsearch has failed to pay a penny of the judgment. Rather than paying its debts, or posting an appropriate appellate bond, Topsearch has concealed its assets from CTX, and has fraudulently transferred its assets to related parties controlled by its director and corporate representative, Cheok Ho Fung (aka "Peter Cheok"), as detailed below. Accordingly, the trial court entered an order, *ore tenus*, on October 24, 2023, to commence proceedings supplementary to execution in accordance with § 56.29, Fla. Stat. (2023), to authorize discovery in aid of execution pursuant to § 56.30, Fla. Stat. (2016) including a deposition in aid of execution of Topsearch's corporate representative Mr. Cheok. The 30-day delay requested by Topsearch may enable Topsearch to undertake further fraudulent transfers designed to thwart CTX's ability to collect on the judgment. Of course, due to Topsearch's maneuvering, the Court was not aware of these issues at the time it entered the Order granting Topsearch's request for an extension. For all of these reasons, we respectfully request that the Court reconsider its Order and that Topsearch's request for extension be denied.

FACTUAL BACKGROUND

1. The Judgment Against Topsearch

On December 12, 2022, the jury in this case returned a verdict in favor of CTX, finding Topsearch liable for: (1) breach of contract, (2) fraud, (3) breach of implied covenant of good faith and fair dealing, and (4) violations of FDUTPA. The jury awarded CTX a total of \$4,903,412.90 as compensation for the damages caused by Topsearch's illegal activity, deception, and malfeasance.

Based on the jury's verdict, CTX was also entitled to substantial prejudgment interest, in the amount of \$2,103,848.21. Accordingly, the Court entered Final Judgment in favor of CTX on July 19, 2023, in the net amount of \$6,944,217.36. Post judgment interest has accumulated at the rate of 7.69% since July 19, 2023, thus bringing the total amount owed by Topsearch to over \$7,049,556.38 (and counting).

2. Topsearch's Failure To Pay And Concealment Of Assets

The Court's Final Judgment required Topsearch to "complete under oath the Fla. R. Civ. P. Form 1.977 (Fact Information Sheet) attached to the conformed copy of the final judgment, including all required attachments", no later than 45 days after the date of the Final Judgment, "unless the judgment is satisfied or post-judgment discovery is stayed." In the Final Judgment the Court also retained jurisdiction to "enter further orders that are proper to compel Topsearch to complete and serve on CTX's attorney all post-judgment discovery (including completion of Form 1.977 and

submission of all required attachments) and to submit to depositions in aid of execution; and enter any other or additional orders that may be necessary or appropriate.”

Accordingly, Topsearch served CTX with Form 1.977 (signed by Mr. Cheok on behalf of Topsearch) 45 days after the Final Judgment was entered. Topsearch failed to fully disclose and respond to the information required by Form 1.977. In particular Topsearch did not disclose its annual or quarterly financial statements as required, failed to disclose its tax returns in Macau (or tax exemptions) as required, failed to disclose all “bank, savings and loan, and other account books and statements for accounts in institutions in which the entity had any legal or equitable interest for the past 3 years,” such as its subsidiary Topsearch Printed Circuits (HK) Limited (“Topsearch HK”).

Even so, the limited information Topsearch did disclose shows that Topsearch has taken extraordinary measures to keep its assets away from CTX and thwart CTX’s ability to collect on the judgment. For example, Topsearch’s Form 1.977 disclosure includes a balance sheet dated July 31, 2023, which lists current assets valued at \$HK 23,484,247, which equals approximately \$US 3,000,194.75 at the prevailing conversion rate. (Exhibit 1). These current assets include “cash and cash equivalents” as well as “deposits”, “prepayments”, and “trade receivables.” None of these assets

have been transferred to CTX to satisfy the judgment. All have been retained, fraudulently transferred, or concealed by Topsearch.

Further, Topsearch's disclosure refers to six bank accounts owned by Topsearch, five with HSBC and another with China Construction Bank. (Exhibit 2). None of the funds held in these accounts have been transferred to CTX to satisfy the judgment. All have been retained, fraudulently transferred, or concealed by Topsearch.

Finally, Topsearch's disclosure reveals that almost immediately after the jury verdict in this case was rendered, Mr. Cheok and his son, Cheok Lup Yin (aka "Eric Cheok") used their authority as officers and directors to cause Topsearch to fraudulently transfer nearly \$200 million worth of stock in Topsearch HK to Topsearch's sole shareholder, a related-party that is also controlled by Mr. Cheok, Topsearch Industries (BVI) Limited ("Topsearch BVI"). Topsearch BVI is the corporate parent and 100% owner of Topsearch.

Topsearch, Topsearch HK, and Topsearch BVI are all direct or indirect subsidiaries of Renco Holdings Group Limited ("Renco"). According to its published financial statements, Renco has more than two dozen subsidiaries. Mr. Cheok, Topsearch's corporate representative, is the founder and executive director of Renco, and is a director of many of Renco's subsidiaries. Renco and all of its subsidiaries are under the direct or indirect control of Mr. Cheok and his family.

On December 23, 2022, just 11 days after the jury returned its verdict in this case, Topsearch passed an extraordinary resolution, signed by Mr. Cheok and his son, which converted **1,561,992,796** shares of stock in Topsearch HK into a **single worthless non-voting deferred share**. (Exhibit 3). According to Topsearch’s own resolution, the effect of converting more than **1.5 billion shares** of Topsearch HK stock into a single non-voting share was a total impairment and write-off of an asset valued at \$HK 1,561,992,796, an amount equal to **\$US 199,550,046.66**. In other words, just eleven days after the jury verdict in this case, Topsearch and Mr. Cheok essentially cancelled Topsearch’s stock ownership of more than **\$199 million dollars** in its subsidiary, Topsearch HK.

On the very same day, December 23, 2022, Mr. Cheok convened an “extraordinary general meeting” of Topsearch HK, where he served as director and chairman of the meeting. At this meeting, Topsearch HK passed a resolution issuing 1,561,992,796 shares of stock to Topsearch BVI, a related-party also controlled by Mr. Cheok, and the sole shareholder of Topsearch. (Exhibit 4). Mr. Cheok, and another representative of Topsearch appointed by Mr. Cheok, Ms. Liu Chu Fun (aka “Angela Liu”) voted in favor of this resolution, allowing it to pass. These new shares were issued to Topsearch BVI for only a ***single Hong Kong dollar***. In other words, at the very same time that Mr. Cheok caused Topsearch to cancel its shares of Topsearch HK, he caused exactly the same number of new shares to be issued to Topsearch BVI

for almost zero consideration. The effect of these maneuvers was to **fraudulently transfer over 1.5 billion shares of stock valued at nearly \$200 million** away from Topsearch, to its sole shareholder Topsearch BVI. The purpose of this fraudulent transfer is transparently obvious: to thwart CTX's ability to collect on the trial court's final judgment.

In addition, on July 31, 2023, Renco issued a public announcement on the Hong Kong stock exchange regarding the judgment in this case, and stating among other things that "in the event that payment of the [Final Judgment] shall be made, it will not have any material adverse impact on the financial position or operations of [Renco and its subsidiaries]. As at the date of this announcement, [Renco and its subsidiaries are] carrying on its operation as usual." (Exhibit 5).

Clearly, Mr. Cheok and his companies, including Topsearch, are rife with numerous conflicts of interests that explain Topsearch's actions, including the fraudulent transfer of stock and its limited disclosure of financial and other information. Topsearch, Topsearch HK, and Topsearch BVI are all direct or indirect subsidiaries of Renco, which is itself controlled by Mr. Cheok. According to its published financial statements, Renco has more than two dozen subsidiaries that are the subject of related-party transactions and significant conflicts of interest among shareholders and directors, on one side, and Renco and its subsidiaries on the other side. Mr. Cheok, for example, is the founder and executive director of Renco, as well

as being Topsearch's director and corporate representative, Topsearch HK's director (as well as director of Topsearch HK's affiliate shareholders), and the director of many of Renco's other subsidiaries. Such conflicts are exacerbated by Mr. Cheok's financial dealings with Renco and its subsidiaries. For example, Renco currently owes Mr. Cheok substantial sums of money as part of related-party loans and payments pursuant to a lease agreement with a company he and his wife own; all of which could be impacted if Topsearch pays the judgment amount owed to CTX.

Accordingly, on October 24, 2023, the trial court issued an order, *ore tenus*, to commence proceedings supplementary to execution in accordance with § 56.29, Fla. Stat. (2023), to compel Topsearch to immediately transfer all available assets to CTX, and to authorize discovery in aid of execution pursuant to § 56.30, Fla. Stat. (2016), including a deposition in aid of execution of Topsearch's corporate representative Mr. Cheok. To date, Topsearch has failed to comply with the trial court's order.

3. Topsearch's Motion For Extension Of Time

Topsearch sent an email to undersigned counsel on the afternoon of December 27, 2023 (during the holiday week between Christmas Day and New Year's Day, and after the existing deadline had already expired) requesting that CTX agree to the proposed 30-day extension. Undersigned counsel responded the following day, December 28, 2023, at 7:43 am, stating that CTX did not agree to such an extension. In part, CTX would not agree to further delays because of Topsearch's demonstrated

pattern of concealing assets and failure to satisfy the judgment, and in part because Topsearch had already received a 60-day extension of time to file its appellate brief.

Topsearch then filed its requested extension, without properly informing the Court in writing, by written certification, as required by Rule 9.300(a), that CTX would “promptly file an objection.” Moreover, undersigned counsel for CTX did not receive a copy of a written motion until January 3, 2024, just one day before the Order granting Topsearch’s extension request was granted, despite Topsearch’s motion having been docketed as of December 28, 2023. The Order granting Topsearch’s request was entered on January 4, 2024, just 7 days after the request was entered on the docket (with the New Year’s Day court closure occurring during that brief period).

ARGUMENT

1. Legal Standard For Motion For Reconsideration

Where a motion for reconsideration is made, the litigant should “detail the reasons for the necessity of reconsideration” and point to all parts of the record necessary to determine whether “to vacate the prior ruling.” *Rath v. Network Mktg.*, L.C., 944 So. 2d 485, 487 (Fla. 4th DCA 2006). “Then, after review of the motion and the record, the court can determine on the record whether reconsideration of a motion should occur.” *Id.*

2. CTX Did Not Have A Full And Fair Opportunity To Respond And Object Within The Time Provided By Rule 9.300

On a motion for extension of time, Rule 9.300 requires the moving party to certify that it has consulted with the opposing party and certify that the opposing party either “has no objection or will promptly file an objection.” Fla. R. App. P. 9.300(a). Further, the Rule states that the non-moving party may file a “response to a motion within 15 days of service of the motion,” unless the Court shortens or extends the time. *Id.*

CTX did not have an adequate opportunity to respond and object to Topsearch’s motion, and notify the Court of the important considerations weighing against the granting of that motion, because the Order granting the motion was entered by the Court less than 15 days after the motion was served and Topsearch failed to notify the Court, as required, that CTX would “promptly file an objection.” Accordingly, the Order was entered before CTX had a fair chance to file its objection in accordance with the requirements of Rule 9.300(a).

Topsearch sent an email to undersigned counsel on the afternoon of December 27, 2023 (during the holiday week between Christmas Day and New Year’s Day, and after the existing deadline had already expired) requesting that CTX agree to the proposed 30-day extension. Undersigned counsel responded the following day, December 28, 2023, at 7:43 am, stating that CTX did not agree to such an extension. Topsearch then filed its requested extension, without properly informing the Court by

written certification, as required by Rule 9.300(a), that CTX would “promptly file an objection.”

The Order granting Topsearch’s request was entered just 7 days after the request was entered on the docket. Accordingly, CTX did not have an opportunity to file its objection timely, within the 15-day period provided by the Rule. As a result, CTX was deprived of its chance to inform the Court of its position and the critical information set forth herein weighing against the granting of the motion before the Order was entered.

3. Topsearch’s Request Is Untimely And Fails To Demonstrate Good Cause

In order to justify an extension of time, a party is required to demonstrate “good cause” for the extension. *Kovacs v. State*, 281 So. 3d 521, 522 (Fla. 4th DCA 2019); *see also Parker v. State*, 907 So. 2d 694, 695 (Fla. 4th DCA 2005) (“To obtain an extension, appellant was required to show “good cause.”). “Good cause” has been defined as “a substantial reason, one that affords a legal excuse, or a cause moving the court to its conclusion, not arbitrary or contrary to all the evidence, and not mere ignorance of law, hardship on petitioner, and reliance on [another’s] advice.” *Id.* (quoting *State v. Boyd*, 846 So. 2d 458, 460 (Fla. 2003)). The burden of demonstrating good cause is significantly heavier if the request is made **after** the expiration of the original deadline. *See, e.g., Hetzel v. Bethlehem Steel Corp.*, 50 F.3d 360, 367 (5th Cir. 1995).

Here, Topsearch only requested this 30-day extension after the original deadline had already expired. Topsearch offers absolutely no explanation for this delay, let alone a reasonable one. Further, Topsearch’s motion provides no justification for the requested extension whatsoever, and utterly fails to demonstrate any “good cause” or any other basis for granting the requested extension. Accordingly, the requested extension should be denied.

4. Topsearch’s Request Will Prejudice CTX

A request for extension of time should be denied if it will result in prejudice to the opposing party. *See, e.g., Dohnal v. Syndicated Offs. Sys.*, 529 So. 2d 267, 268 (Fla. 1988) (trial court did not abuse its discretion, particularly because no prejudice to the opposing party had been shown); *Jeancharles v. Dep’t of Revenue*, 273 So. 3d 1006, 1009 (Fla. 4th DCA 2019) (it is appropriate to consider “whether the opposing party would suffer any prejudice or inconvenience as a result of a continuance”).

Here, allowing Topsearch an additional 30 days to delay the resolution of this appeal will prejudice CTX by affording Topsearch additional time to conceal or fraudulently transfer its assets, in line with the actions it has been taking since at least December of 2022, when the jury returned its verdict in this case. The Court should exercise its discretion to ensure that this appeal proceeds as quickly as possible, and not provide Topsearch with unwarranted opportunities to delay the proceedings and

buy itself time to thwart justice. For these reasons, Topsearch's requested extension should be denied.

CONCLUSION

For all of these reasons, we respectfully request that the Court vacate its prior Order and deny Topsearch's request for extension.

Dated: January 22, 2024

Respectfully submitted,



CHAUNCEY COLE, PA
Counsel for Circuitronix, LLC
9100 South Dadeland Blvd., Suite 1553
Miami, Florida 33156
Tel.: (786) 497-7053

By: /s/ Chauncey D. Cole IV
Chauncey D. Cole, IV, Esq.
Florida Bar No. 102184
chauncey.cole@coletrial.com

EXHIBIT 1

Topsearch Printed Circuits Macao Commercial Offshore Company Limited
Balance sheet as at 31 July 2023
(All in HKD)

	31 July 2023
Non-current assets	
Property plant and equipment	11,109
Equity investments	-
Amounts due to Group companies	-811,737,378
Rental utility deposits (non-current)	10,837
Deposits paid for items of PPE	-
Total non-current assets	<u>-811,715,432</u>
Current assets	
Inventories	224,124
Trade receivables	19,464,380
Prepayments, deposits and other receivables	233,727
Cash and cash equivalents	3,562,016
Total current assets	<u>23,484,247</u>
Current liabilities	
Trade payables	-
Capex payables	-
Other payables and accruals	7,734,632
Other current liabilities	-
Total current liabilities	<u>7,734,632</u>
Net current assets / (liabilities)	<u>15,749,615</u>
Total assets less current liabilities	-795,965,818
Non-current liabilities	
Deferred tax liabilities	-
Other non-current liabilities	-
Total non-current liabilities	<u>-</u>
Net assets	<u><u>-795,965,818</u></u>
Equity	
Issued capital	97,087
Retained earnings b/f	-795,396,355
Profit and loss for the year	-666,550
Total equity	<u><u>-795,965,818</u></u>

EXHIBIT 2

ATTACHMENT ②

Topsearch Printed Circuits Macao Commercial Offshore Company Limited

BANKER	A/C NO.
THE HONG KONG AND SHANGHAI BANKING CORPORATION LIMITED	MACAU HKD C/A #001-1 [REDACTED]
THE HONG KONG AND SHANGHAI BANKING CORPORATION LIMITED	MACAU MOP C/A #001- [REDACTED]
THE HONG KONG AND SHANGHAI BANKING CORPORATION LIMITED	MACAU USD S/A #001-1 [REDACTED]
THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED	HONGKONG HKD C/A #004- [REDACTED]
THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED	HONGKONG USD S/A #004- [REDACTED]
CHINA CONSTRUCTION BANK	PRC USD #NRA [REDACTED]

EXHIBIT 3

**TOPSEARCH PRINTED CIRCUITS MACAO COMMERCIAL
OFFSHORE COMPANY LIMITED**

RESOLUTION IN WRITING OF ALL THE DIRECTORS OF TOPSEARCH
PRINTED CIRCUITS MACAO COMMERCIAL OFFSHORE COMPANY
LIMITED ("THE COMPANY") PASSED ON DECEMBER 23, 2022

Whereas on 23/12/2022, Topsearch Printed Circuits (HK) Limited ("Topsearch HK") has passed certain Special Resolutions at an Extraordinary General Meeting, a copy of which was tabled before the meeting and annexed to this resolution, specifically to insert a clause containing the creation of Non-voting Deferred Share. Accordingly, 1,561,992,796 shares issued by Topsearch HK to the Company was converted to one (1) Non-voting Deferred Share, for reason that because the net worth of Topsearch HK as of 23/12/2022 was expected to substantially reduce as later reflected by its Balance Sheet on 31/12/2022.

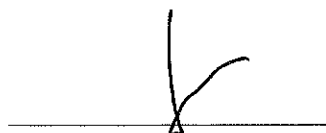
Based on Topsearch HK's Balance Sheet as of 31/12/2022, its net worth is only HK\$70,888,052 versus HK\$839,474,731 as of 31/12/2021. And it is further projected that by 30/6/2023, there would be a further impairment for a total amount of HK\$105,654,248 for equity investment in Topsearch HK's related companies (see list attached) because all these related companies have no net worth. This would mean by 30/6/2023 Topsearch HK would have a negative net worth of HK\$34,966,196.

RESOLVED THAT an amount of HK\$1,561,992,796 be impaired and written off in the investment of Topsearch HK to reflect the true and fair value of such investment.



CHEOK Ho Fung 卓可風

Director



CHEOK Lup Yin Eric 卓立言

Director

EXHIBIT 4

Company No.: 190974

TOPSEARCH PRINTED CIRCUITS (HK) LIMITED
至卓飛高綫路板(香港)有限公司
(Incorporated in Hong Kong with limited liability)
(the "Company")

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY
HELD AT 1505, BANK OF ASIA HARBOUR VIEW CENTRE, 56 GLOUCESTER
ROAD, WANCHAI, HONG KONG ON FRIDAY, 23 DECEMBER 2022 AT 11:00AM
(THE "MEETING")**

PRESENT (please refer to the attached Attendance Register)

Shareholders:

Mr Cheok Ho Fung (representing Topsearch International (Holdings) Limited)

Ms Xing Mengwei (representing Renco Holdings Group Limited)

Ms Liu Chiu Fun, Angela (representing Topsearch Printed Circuits Macao Commercial Offshore Company Limited)

Attendee: Mr. Ron Yeung (representing ZHONGHUI ANDA CPA Limited)

1. **CHAIRMAN**

Mr. Cheok Ho Fung, took the chair of the Meeting (the "Chairman").

2. **QUORUM**

It was noted that due notice had been given to the shareholders of the Company (the "Shareholders") and a quorum was present and acting throughout the Meeting. The Chairman declared the Meeting duly convened and constituted.

3. **PURPOSE OF THE MEETING**

The Chairman reported that the Meeting was convened for the Shareholders to consider, if thought fit, and approve the proposed ordinary resolutions and special resolutions set out in in the notice of the Meeting dated 25 November 2022.

4. **RESOLUTIONS**

It was resolved that the following resolutions be passed:-

ORDINARY RESOLUTIONS

1. THAT the general and unconditional approval for the purposes of section 141 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) be given to the directors of the Company to exercise any power of the Company to allot and issue 1,561,992,796

Ordinary Shares to Topsearch Industries (BVI) Limited at the total consideration of HK\$1.00.

2. Subject to the passing of the ordinary resolution set out in paragraph 1 and the special resolutions set out in paragraphs 4 to 7 below, the 1,561,992,796 issued shares in the capital of the Company registered in the books of the Company held by Topsearch Printed Circuits Macao Commercial Offshore Company Limited be and are hereby converted and/or re-designated into one Non-voting Deferred Share carrying the rights and being subject to the restrictions expressed to be attached to Non-voting Deferred Shares set forth in the Articles of Association of the Company as altered by paragraphs 4 to 7 of these resolutions;

SPECIAL RESOLUTIONS

3. THAT clauses 2, 3 and the first sentence of clause 5 in the Memorandum of Association of the Company in respect of the registered office, objects and capital of the Company respectively be abandoned and deleted in their entirety.
4. THAT the following provision shall be inserted as Regulation 2A to the Articles of Association:

“2A. In Regulation 1 of Part I of Table A the following definitions shall be added:

“Ordinary Share” means a voting share in the capital of the company having the rights set out in these Regulations.

“Non-voting Deferred Share” means a non-voting deferred share in the capital of the company having the rights set out in these Regulations.

“shares” means the Ordinary Shares and the Non-Voting Deferred Shares in the capital of the company from time to time.”

5. THAT Regulation 4 of the Articles of Association shall be deleted in its entirety.
6. THAT the following provision shall be inserted as Regulation 5A to the Articles of Association:

“Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the company may be issued with or converted or re-designated into such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.”

7. THAT the following provision shall be inserted as Regulation 5B to the Articles of Association:

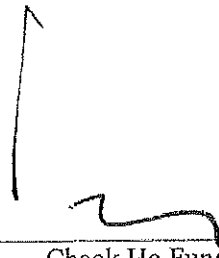
“The said Ordinary Shares and Non-voting Deferred Shares shall confer on the holders thereof the rights and privileges and be subject to the restrictions and provisions following, namely:-

- (a) **income:** the profits which the company may determine to distribute in respect of any financial year shall be distributed as regards the first HK.\$100,000,000,000 thereof among the holders of the Ordinary Shares according to the number of Ordinary Shares held by them respectively and one per cent. of the balance of the said profits shall be distributed among the holders of the Non-voting Deferred Shares and ninety-nine per cent. among the holders of the Ordinary Shares, in each case, on a pro rata basis according to the number of Ordinary Shares or Non-voting Deferred Shares, as the case maybe;
- (b) **capital:** on a return of assets on winding up or otherwise, the assets of the company to be returned shall be distributed as regards the first HK.\$100,000,000,000,000 thereof among the holders of the Ordinary Shares in proportion to the number of the Ordinary Shares held by them respectively and one per cent. of the balance of such assets shall belong to and be distributed among the holders of the Non-voting Deferred Shares and ninety-nine per cent. thereof to and among the holders of the Ordinary Shares in proportion in each case to the number of the shares held by them respectively;
- (c) **voting:** on a show of hands every holder of Ordinary Shares shall have one vote, and on a poll every holder of Ordinary Shares present in person or by proxy shall have one vote for every Ordinary Share held by him but the Non-voting Deferred Shares shall not entitle the holders to receive notice of or to attend or vote at any General Meeting of the company (and so that references to members in these Regulations shall, where appropriate, be deemed to be references to holders of Ordinary Shares); and
- (d) **purchase by Company:** The company shall have irrevocable right and authority at any time after the adoption of this Regulation to appoint any person to execute on behalf of any or all of the holders of the Non-voting Deferred Shares a transfer thereof and/or an agreement to transfer the same (in accordance with the provisions of the Companies Ordinance), and related sold notes, without being required to make any payment to or obtain the sanction or consent of the holder thereof, to the company or such person as the company may determine as custodian thereof and, pending such transfer and/or cancellation and/or purchase, to retain the certificate for such shares. The company may, at its option at any time after the adoption of this Regulation, purchase all or any of the Non-voting Deferred Shares then in issue, at a price not exceeding 1 cent for every 10,000 Non-voting Deferred Shares (or part thereof) so purchased.”.

- 8. THAT any of the directors shall be and is hereby authorized to do all such acts and things and execute all documents or make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient for the purpose of, or in connection with, the implementation of and giving effect to the resolutions above and to attend to any necessary registration and/or filing for and on behalf of the Company.

5. **END OF MEETING**

There being no further business, the Chairman declared the meeting closed.



Cheok Ho Fung
Chairman of the Meeting

Company number: 190974

THE COMPANIES ORDINANCE (CHAPTER 622)

SPECIAL RESOLUTIONS

OF

**Topsearch Printed Circuits (HK) Limited
至卓飛高綫路板 (香港) 有限公司**

Passed on the 23rd day of December, 2022.

The following resolutions were duly passed at an extraordinary general meeting of the Company held on 23 December 2022 at 11:00 am at 1505, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as:

SPECIAL RESOLUTIONS

1. THAT clauses 2, 3 and the first sentence of clause 5 in the Memorandum of Association of the Company in respect of the registered office, objects and capital of the Company respectively be abandoned and deleted in their entirety.
2. THAT the following provision shall be inserted as Regulation 2A to the Articles of Association:

"2A. In Regulation 1 of Part I of Table A the following definitions shall be added:

"Ordinary Share" means a voting share in the capital of the company having the rights set out in these Regulations.

"Non-voting Deferred Share" means a non-voting deferred share in the capital of the company having the rights set out in these Regulations.

"shares" means the Ordinary Shares and the Non-Voting Deferred Shares in the capital of the company from time to time."
3. THAT Regulation 4 of the Articles of Association shall be deleted in its entirety.
4. THAT the following provision shall be inserted as Regulation 5A to the Articles of Association:



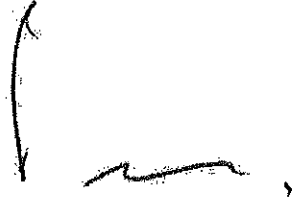
“Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the company may be issued with or converted or re-designated into such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.”

5. THAT the following provision shall be inserted as Regulation 5B to the Articles of Association:

"The said Ordinary Shares and Non-voting Deferred Shares shall confer on the holders thereof the rights and privileges and be subject to the restrictions and provisions following, namely:-

- (a) **income:** the profits which the company may determine to distribute in respect of any financial year shall be distributed as regards the first HK\$100,000,000,000,000 thereof among the holders of the Ordinary Shares according to the number of Ordinary Shares held by them respectively and one per cent. of the balance of the said profits shall be distributed among the holders of the Non-voting Deferred Shares and ninety-nine per cent. among the holders of the Ordinary Shares, in each case, on a pro rata basis according to the number of Ordinary Shares or Non-voting Deferred Shares, as the case maybe;
- (b) **capital:** on a return of assets on winding up or otherwise, the assets of the company to be returned shall be distributed as regards the first HK\$100,000,000,000,000 thereof among the holders of the Ordinary Shares in proportion to the number of the Ordinary Shares held by them respectively and one per cent. of the balance of such assets shall belong to and be distributed among the holders of the Non-voting Deferred Shares and ninety-nine per cent. thereof to and among the holders of the Ordinary Shares in proportion in each case to the number of the shares held by them respectively;
- (c) **voting:** on a show of hands every holder of Ordinary Shares shall have one vote, and on a poll every holder of Ordinary Shares present in person or by proxy shall have one vote for every Ordinary Share held by him but the Non-voting Deferred Shares shall not entitle the holders to receive notice of or to attend or vote at any General Meeting of the company (and so that references to members in these Regulations shall, where appropriate, be deemed to be references to holders of Ordinary Shares); and
- (d) **purchase by Company:** The company shall have irrevocable right and authority at any time after the adoption of this Regulation to appoint any person to execute on behalf of any or all of the holders of the Non-voting Deferred Shares a transfer thereof and/or an agreement to transfer the same (in accordance with the provisions of the Companies Ordinance), and related sold notes, without being required to make any payment to or obtain the sanction or consent of the holder thereof, to the company or such person as the company may determine as custodian thereof and, pending such transfer and/or cancellation and/or purchase, to retain the certificate for such shares. The company may, at its option at any time after the adoption of this Regulation, purchase all or any of the Non-voting Deferred Shares then in issue, at a price not exceeding 1 cent for every 10,000 Non-voting Deferred Shares (or part thereof) so purchased.”.

6. THAT any of the directors shall be and is hereby authorized to do all such acts and things and execute all documents or make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient for the purpose of, or in connection with, the implementation of and giving effect to the resolutions above and to attend to any necessary registration and/or filing for and on behalf of the Company.



Cheok Ho Fung
Chairman of the Meeting

TOPSEARCH PRINTED CIRCUITS (HK) LTD

(All in HKD)

Equity investments	Investment	Balance
Interest in TPC US	7,750	7,750
Interest in TPC UK	26	26
Interest in Topsearch Technologies Investment (Holdings) Ltd	46,784,001	46,784,001
Interest in Topsearch Printed Circuits Investment Services Limited (Lestari International Ltd)	29,329,690	29,329,690
Interest in Topsearch Printed Circuits Trading Limited (Ramagrove International Ltd)	8,270,902	8,270,902
Interest in Topsearch PCB Services Ltd (Sanctum Consortia International Ltd)	4,439,899	4,439,899
Interest in Topsearch Printed Circuits Limited (BVI)	16,821,981	16,821,981
		<hr/>
		105,654,248
		<hr/>

EXHIBIT 5

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.



Renco Holdings Group Limited

融科控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

INSIDE INFORMATION ANNOUNCEMENT ON LITIGATION INVOLVING A SUBSIDIARY

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Renco Holdings Group Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

I. Background of the Litigation

The Board wishes to inform the shareholders of the Company that Topsearch Printed Circuits Macao Commercial Offshore Company Limited (“**Topsearch Macao**”), an indirect wholly-owned subsidiary of the Company, was informed by its legal advisors in the United States of America on 25 July 2023 that the circuit court of the 17th Judicial Circuit in and for Broward County, Florida of the United States of America (the “**Court**”) handed down its judgment on 19 July 2023 (the “**Judgment**”) in relation to a claim made by Topsearch Macao against Circuitronix LLC (“**CTX**”).

Topsearch Macao filed its breach of contract action at the Court against CTX for failure to make payment pursuant to invoices sent to CTX, while CTX filed a counterclaim against Topsearch Macao for, amongst other things, breach of contract (the “**Litigation**”).

The Judgment was entered in favour of Topsearch Macao in relation to its claim, and Topsearch Macao will be entitled to receive 100% of the damages sought against CTX. However, the Judgment was also entered in favour of CTX in relation to a number of its counterclaims.

The net amount that Topsearch Macao was adjudged to pay CTX in the Judgment is in the sum of US\$6,944,217.36 (“**Adjudged Amount**”), which shall bear interest at the applicable statutory rate. Pursuant to the Judgment, the Court reserves jurisdiction to determine the entitlement to, and amount of, reasonable attorney’s fees and court costs.

II. Actions taken/to be taken by the Group

Topsearch Macao has engaged United States legal advisors to handle the Litigation and is currently seeking further legal advice in relation to analyzing the grounds of the decision for the Judgment and filing an appeal against the Judgment.

III. Impact of the Judgment on the Group

In the opinion of the Board, in the event that payment of the Adjudged Amount shall be made, it will not have any material adverse impact on the financial position or operations of the Group. As at the date of this announcement, the Group is carrying on its operation as usual.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Renco Holdings Group Limited
Su Zhiyang
Company Secretary

Hong Kong, 31 July 2023

As at the date of this announcement, the Board comprises of Mr. Li Yongjun (chairman of the Board), Mr. Cheok Ho Fung, Mr. Hung Yeung Alvin and Ms. Xing Mengwei being executive Directors; and Mr. Lau Fai Lawrence, Mr. Mak Kwok Kei and Mr. Xu Xinwei being independent non-executive Directors.