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TOP SPRING INTERNATIONAL HOLDINGS LIMITED

萊蒙國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03688)

- (1) ADDITIONAL INFORMATION REGARDING DIRECTORS TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING;**
- (2) POSTPONEMENT OF ANNUAL GENERAL MEETING;**
- (3) CHANGE OF DATES FOR CLOSURE OF REGISTER OF MEMBERS AND REGISTER OF HOLDERS OF THE PCSS; AND**
- (4) SUPPLEMENTAL NOTICE OF THE POSTPONED ANNUAL GENERAL MEETING AND REVISED FORM PROXY**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Original Notice**”) of the annual general meeting (the “**Annual General Meeting**”) of Top Spring International Holdings Limited (the “**Company**”) both dated 21 April 2022. Capitalised terms used in this announcement have the same meanings as defined in the Circular, unless the context otherwise requires.

(1) ADDITIONAL INFORMATION REGARDING DIRECTORS TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

As disclosed in the Circular, Mr LIANG Rui Chi (executive Director), Mr YIP Hoong Mun (non-executive Director) and Mr KUI Qiang (non-executive Director) will retire from office and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Subsequent to the despatch of the Circular, the Original Notice and the related proxy form (the “**First Proxy Form**”), the Company has been considering the renewal of appointment of Mr LIANG Rui Chi as an executive Director and no decision has been made as at the date of this announcement. As such, the Board, having considered the recommendation from the nomination committee of the Company, decided to propose Ms LAM Mei Ka, Shirley (executive Director) in place of Mr LIANG Rui Chi for re-

election at the Postponed Annual General Meeting (as defined below). The following changes will be made to the resolutions set out in the Original Notice:

1. resolution no. 3(i) in the Original Notice in relation to the re-election of Mr LIANG Rui Chi as an executive Director will not be put forward for consideration and approval by the Shareholders;
2. resolution no. 3(iv) will be inserted to re-elect Ms LAM Mei Ka, Shirley as an executive Director; and
3. the original resolution no. 3(iv) will be renumbered as resolution no. 3(v).

Biographical details of Ms LAM Mei Ka, Shirley are set out as follows:

Ms LAM Mei Ka, Shirley (林美家) (“Ms LAM”)

Ms LAM, aged 51, was appointed as an executive Director with effect from 1 March 2018. Ms LAM joined the Company in October 2017 and was appointed as the managing director of Top Spring Healthcare Holdings (Hong Kong) Company Limited (a subsidiary of the Company), where she was responsible for overseeing the business operations related to education and healthcare services of the Group. Prior to joining the Company, Ms LAM served in senior managerial positions in a number of blue-chip property developers in Hong Kong, including Techno Factor (Development) Limited, a wholly-owned subsidiary of Henderson Land Development Company Limited, New World Development China Limited, Hopewell Real Estate Agency Limited and MTR Corporation Limited. Ms LAM has accumulated over 20 years of management experience in real estate industry with focus in real estate development, asset management and management of shopping mall operations. Ms LAM graduated from Ottawa University, the United States with a bachelor’s degree in business administration and obtained a master’s degree in project management from Hong Kong Polytechnic University. She is a member of the Royal Institution of Chartered Surveyors and Chartered Institute of Housing.

Save as mentioned above, (i) Ms LAM did not hold any directorship in any listed companies in the past three years; and (ii) Ms LAM does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Ms LAM has entered into her service contract with the Company for a term of three years commencing from 1 March 2021. The service contract may be terminated in accordance with the provisions in the service contract by either party giving to the other party not less than three months’ written notice. She is also subject to retirement by rotation and re-election requirements at the general meetings of the Company pursuant to the Articles of Association. Ms LAM received an aggregate remuneration of HK\$3,940,000 (inclusive of a discretionary bonus) for the year ended 31 December 2021. The emolument of Ms LAM is determined by the Board based on the recommendation by the remuneration

committee of the Company with reference to her duties, responsibilities, performance and the results of the Group.

As at the date of this announcement, Ms LAM did not have any interests in the Shares, underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Ms LAM which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Ms LAM that need to be brought to the attention of the Shareholders.

(2) POSTPONEMENT OF ANNUAL GENERAL MEETING

Due to the additional resolution to be submitted to the Shareholders for consideration at the Postponed Annual General Meeting, the Company hereby postpones the Annual General Meeting scheduled to be held on 24 May 2022 (Tuesday) at 10:00 a.m. to 8 June 2022 (Wednesday) at 10:00 a.m. (the “**Postponed Annual General Meeting**”). The venue of the Postponed Annual General Meeting will remain unchanged at Suite 01–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wan Chai, Hong Kong.

(3) CHANGE OF DATES FOR CLOSURE OF REGISTER OF MEMBERS AND REGISTER OF HOLDERS OF THE PCS

As a result of the postponement of the Annual General Meeting, the book closure dates will be changed as follows:

For determining eligibility to attend and vote at the Postponed Annual General Meeting or any adjournment thereof

The dates of closure of the register of members and the register of holders of the PCSs of the Company will be changed from Thursday, 19 May 2022 to Tuesday, 24 May 2022, to Thursday, 2 June 2022 to Wednesday, 8 June 2022, during which period no transfer of the Shares and the PCSs will be effected.

In order to qualify for attending and voting at the Postponed Annual General Meeting or any adjournment thereof, (a) in the case of the Shares, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong (the “**Hong Kong Share Registrar**”), Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by no later than 4:30 p.m. on Wednesday, 1 June 2022; and (b) in the case of the PCSs, the notice of conversion in prescribed form, together with the relevant certificate of the PCSs and confirmation that any amounts required to be paid by the holder of the PCSs have been so paid, must be duly completed, executed and deposited with the Company at Rooms 04–08, 26th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 25 May 2022.

For determining entitlement to the proposed final dividend

The dates of closure of the register of members and the register of holders of the PCSs of the Company will be changed from Tuesday, 31 May 2022 to Thursday, 2 June 2022, to Tuesday, 14 June 2022 to Wednesday, 15 June 2022, during which period no transfer of the Shares and the PCSs will be effected.

In order to qualify for the proposed final dividend, (a) in the case of the Shares, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar at the above address by no later than 4:30 p.m. on Monday, 13 June 2022; and (b) in the case of the PCSs, all transfers of PCSs accompanied by the relevant certificates of the PCSs must be lodged with the Company at the above address not later than 4:30 p.m. on Monday, 6 June 2022.

The proposed final dividend, if approved by the Shareholders at the Postponed Annual General Meeting or any adjournment thereof, will be payable to the Shareholders whose names appear on the register of members or the register of holders of PCSs of the Company on Wednesday, 15 June 2022.

The proposed payment date of the final dividend will be postponed from Thursday, 16 June 2022 to Wednesday, 29 June 2022.

(4) SUPPLEMENTAL NOTICE OF THE POSTPONED ANNUAL GENERAL MEETING

Please refer to the Original Notice, which sets out, inter alia, the resolutions to be proposed at the Annual General Meeting for the consideration and approval by the Shareholders.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Postponed Annual General Meeting will be held at Suite 01–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wan Chai, Hong Kong on Wednesday, 8 June 2022 at 10:00 a.m. to consider and, if thought fit, pass the following ordinary resolution as an ordinary resolution (as ordinary business), in addition to the resolutions as set out in the Original Notice:

3. (iv) to re-elect Ms LAM Mei Ka, Shirley as an executive Director; and

The original ordinary resolution no. 3(iv) will be renumbered as no. 3(v). The original ordinary resolution 3(i) will be withdrawn and not be put for consideration and approval by the Shareholders.

Save as the above postponement of the Annual General Meeting, change of dates for closure of register of members and register of holders of PCSs, withdrawal of ordinary resolution no. 3(i) as set out in the Original Notice and addition of ordinary resolution for re-election of Ms LAM Mei Ka, Shirley, all other proposed resolutions/information as set out in the Original Notice remain valid and unchanged.

A revised form of proxy for use at the Postponed Annual General Meeting (the “**Revised Proxy Form**”), with inclusion of the additional ordinary resolution as set out above together with all other applicable proposed resolutions as set out in the Original Notice, will be sent to the Shareholders as soon as possible. The Shareholders, who have already lodged the First Proxy Form (sent together with the Circular), are advised to read the notes printed on the Revised Proxy Form for guidance on the completion and submission of the Revised Proxy Form.

By order of the Board
Top Spring International Holdings Limited
WONG Tak Chun
Company Secretary

Hong Kong, 18 May 2022

As at the date of this announcement, the executive Directors are Mr. WONG Chun Hong, Ms. LAM Mei Ka, Shirley and Mr. LIANG Rui Chi; the non-executive Directors are Mr. YIP Hoong Mun and Mr. Kui Qiang; and the independent non-executive Directors are Mr. CHENG Yuk Wo, Professor WU Si Zong and Mr. CHAN Yee Herman.