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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 licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Top Spring International Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Suite 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong on Thursday, 23 May 2024 at 10:00 a.m. is set out on pages 17 to 22 of this circular.

Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and sign the accompanying proxy form in accordance with the instructions printed on it and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment of such meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment of such meeting should you so wish and, in such event, the proxy form previously submitted shall be deemed to be revoked.

30 April 2024

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Suite 01–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wan Chai, Hong Kong on Thursday, 23 May 2024 at 10:00 a.m., the notice of which is set out on pages 17 to 22 of this circular, and any adjournment of such meeting
“Articles of Association” or “Articles”	the amended and restated articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Business Day”	has the meaning ascribed to it under the Listing Rules
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Top Spring International Holdings Limited (萊蒙國際集團有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the aggregate number of the Shares which may be allotted, issued and otherwise dealt with under the General Mandate

DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with the Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 April 2024, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PCSs”	the bonus perpetual subordinated convertible securities issued by the Company pursuant to the Bonus Issue
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.1 each of the Company
“Shareholder(s)”	the holder(s) of Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. WONG Chun Hong

(Chairman and Chief Executive Officer)

Ms. LAM Mei Ka, Shirley

Mr. WONG Sze Yuen

Non-executive Directors:

Mr. YIP Hoong Mun

Mr. KUI Qiang

Independent non-executive Directors:

Mr. CHENG Yuk Wo

Professor WU Si Zong

Mr. CHAN Yee Herman

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*

Rooms 04–08, 26th Floor

Shui On Centre

6–8 Harbour Road

Wanchai

Hong Kong

30 April 2024

*To the Shareholders and, for information only,
the holders of options of the Company and the holders of the PCSs*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, among other matters, (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (b) ordinary resolutions relating to the proposed re-election of Directors.

LETTER FROM THE BOARD

GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed by the then Shareholders at the last annual general meeting of the Company on 23 May 2023, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the Shares in issue as at the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares with an aggregate number not exceeding 10% of the total number of the Shares in issue as at the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following resolutions, among other matters, will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing of such resolution. Based on 1,412,732,441 Shares in issue as at the Latest Practicable Date and assuming no Share will be issued or repurchased prior to the Annual General Meeting, the maximum number of Shares to be allotted, issued and otherwise dealt with pursuant to the General Mandate will be 282,546,488;
- (b) to grant the Repurchase Mandate to the Directors to exercise the power of the Company to repurchase the Shares up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of such resolution. Based on 1,412,732,441 Shares in issue as at the Latest Practicable Date and assuming no Share will be issued or repurchased prior to the Annual General Meeting, the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be 141,273,244; and
- (c) to grant the Extension Mandate to the Directors to increase the aggregate number of Shares which may be allotted, issued and otherwise dealt with under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

If the Company conducts a share consolidation or subdivision after the General Mandate or the Repurchase Mandate has been approved at the Annual General Meeting, the maximum number of Shares that may be allotted, issued and otherwise dealt with under the General Mandate or repurchased under the Repurchase Mandate (as the case may be) as a percentage of the aggregate number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

LETTER FROM THE BOARD

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required by the Companies Act or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied or renewed by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company. As at the Latest Practicable Date, the Company did not have any plan to (a) allot, issue or deal with any Shares under the General Mandate; or (b) repurchase any Shares under the Repurchase Mandate immediately after the approval of the granting of the General Mandate or the Repurchase Mandate at the Annual General Meeting.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

According to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. By virtue of the said Article 84(1) of the Articles of Association, Mr. WONG Chun Hong, Ms. LAM Mei Ka, Shirley and Mr. YIP Hoong Mun will retire from office and, being eligible, will offer themselves for re-election at the Annual General Meeting.

After having reviewed the profiles and the contributions of the retiring Directors who have offered themselves for re-election at the Annual General Meeting, the Nomination Committee reported to the Board to propose the re-election of Mr. WONG Chun Hong and Ms. LAM Mei Ka, Shirley as executive Directors, Mr. YIP Hoong Mun as a non-executive Director at the Annual General Meeting.

Biographical information of each of Mr. WONG Chun Hong, Ms. LAM Mei Ka, Shirley and Mr. YIP Hoong Mun is set out in Appendix II to this circular.

LETTER FROM THE BOARD

ACTIONS TO BE TAKEN

Set out on pages 17 to 22 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; and
- (b) ordinary resolutions on the proposed re-election of Directors.

A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and sign the accompanying proxy form in accordance with the instructions printed on it and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment of such meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment of such meeting should you so wish and, in such event, the proxy form previously submitted shall be deemed to be revoked.

VOTING BY POLL

All the resolutions set out in the notice of the Annual General Meeting will be decided by poll in accordance with the Articles of Association and the Listing Rules. The chairman of the Annual General Meeting (or his designated person) will explain the detailed procedures for conducting a poll at the Annual General Meeting.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company at www.topspring.com.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATIONS

The Board considers that the ordinary resolutions in relation to (a) the grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (b) the re-election of Directors are in the best interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

GENERAL

Your attention is drawn to the additional information contained in the appendices to this circular.

MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

A copy of each of this circular, the notice of the Annual General Meeting and the annual report of the Company with the audited consolidated financial statements of the Company for the year ended 31 December 2023 is available on the website of the Company (www.topspring.com) and the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

Yours faithfully,
For and on behalf of the Board
Top Spring International Holdings Limited
WONG Chun Hong
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had an aggregate of 1,412,732,441 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming no Share will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 141,273,244 Shares, representing approximately 10% of the aggregate number of Shares in issue as at the date of the Annual General Meeting.

If the Company conducts a share consolidation or subdivision after the Repurchase Mandate has been approved at the Annual General Meeting, the maximum number of Shares that may be repurchased under the Repurchase Mandate as a percentage of the aggregate number of issued Shares at the date immediately before or after such consolidation or subdivision shall be the same.

3. REASONS FOR REPURCHASES

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase(s) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purposes in accordance with the Company's memorandum of association, the Articles of Association, the Companies Act, other applicable laws of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the Companies Act, repurchases of Shares by the Company may only be made out of the profits of the Company or out of the Company's share premium account or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

5. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position as at 31 December 2023, being the date of the Company's latest published audited consolidated financial statements), if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the opinion of the Directors, have a material adverse effect on the working capital or the gearing position of the Company.

6. SHARE PRICES

The highest and lowest prices at which Shares were traded on the Stock Exchange during each of the twelve months preceding and up to and including the Latest Practicable Date were as follows:

	Highest Price	Lowest Price
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	1.020	0.940
May	0.950	0.780
June	0.800	0.700
July	0.750	0.650
August	0.790	0.550
September	0.680	0.465
October	0.630	0.475
November	0.550	0.490
December	0.540	0.490
2024		
January	0.610	0.530
February	0.560	0.480
March	0.550	0.405
April (up to and including the Latest Practicable Date)	0.540	0.425

7. UNDERTAKING

The Directors will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

8. CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the exercise of the power of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Caiyun International Investment Limited ("**Caiyun International**") held 400,959,840 Shares, representing approximately 28.38% of the Shares in issue.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholdings of Caiyun International in the Company would be increased to approximately 31.54% of the Shares in issue. Such increase would give rise to Caiyun International an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to the extent that would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code by any Shareholder.

Save as the above, the Directors are not aware of any consequence which would arise under the Takeovers Code as a result of exercising power under the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that the number of Shares held by the public would fall below the prescribed minimum percentage of 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

EXECUTIVE DIRECTORS

Mr. WONG Chun Hong (黃俊康) (“Mr. WONG”)

Mr. WONG, aged 69, is the Founder of the Group and is the executive Director, Chairman and the Chief Executive Officer of the Company. He is also a director of various subsidiaries within the Group. In addition, he is also the founder, the second largest shareholder and vice chairman of the board of directors of Rainbow Digital Commercial Co., Ltd., a company listed on the Shenzhen Stock Exchange. He has over 30 years of experience in the real estate business in the Mainland China and Hong Kong, and has profound accomplishments in the finance and retail fields.

From 1993 to 1996, Mr. WONG was the deputy managing director and the second largest shareholder of Top Glory International Holdings Limited (formerly known as World Trade Center Group Limited), a company which was listed on the Stock Exchange and is now privatised and was the vice chairman of China Foods Limited (formerly known as China Foods Holdings Limited), a company listed on the Stock Exchange. From 1996 to 2001, Mr. WONG was a major shareholder, chairman and chief executive officer of ITC Properties Group Limited (formerly known as Cheung Tai Hong Holdings Limited), a company listed on the Stock Exchange. Mr. WONG attended the Global CEO Programme for China in 2007 which was co-organised by China Europe International Business School, IESE Business School and Harvard Business School. He is the executive chairman of Federation of Hong Kong Guangdong Community Organizations Limited, the chairman of Hong Kong Federation of Guangzhou Associations Limited, the Permanent Honorary President of Hong Kong Real Property Federation and a member of Guangzhou Chinese People’s Political Consultative Conference (廣州市政協常委). In July 2016, Mr. WONG was awarded the Bronze Bauhinia Star (BBS) by the Government of the Hong Kong Special Administrative Region in recognition of his continuous contribution to the well-being of Hong Kong Special Administrative Region over the years, and for his achievements towards the commercial sector and community affairs. Mr. WONG was bestowed an Honorary Doctor of social science by City University of Hong Kong in October 2020. Moreover, in July 2023, the Government of the Hong Kong Special Administrative Region awarded Mr. WONG the Silver Bauhinia Star (SBS). Mr. WONG is dedicated to community services and has held key positions in a number of influential Guangzhou clan organizations. He vigorously supported the promotion of national education and donated his ancestral home for the construction of the Sha Tau Kok Memorial Hall of Resistance Against Aggression in Hong Kong. Over the years, he has also generously funded local universities to bolster their teaching and research. Mr. WONG has been awarded the Silver Bauhinia Star for his devotion in public interests and outstanding achievements.

Chance Again Limited (“**Chance Again**”), a substantial shareholder (as defined in the Listing Rules) of the Company, is wholly-owned by Cheung Yuet (B.V.I.) Limited (“**BVI Co**”). The entire issued share capital of BVI Co is wholly-owned by HSBC International Trustee Limited (“**HSBC International Trustee**”) as the trustee of The Cheung Yuet Memorial Trust, a

discretionary family trust established by Mr. WONG (the “**Wong’s Family Trust**”), the beneficiaries of which include Mr. WONG’s family members. Mr. WONG is the settlor and the protector of the Wong’s Family Trust. Mr. WONG is also a director of Chance Again.

By virtue of the SFO, as at the Latest Practicable Date, Mr. WONG was deemed to be interested in 332,829,554 Shares held by Chance Again and 116,552,800 underlying Shares in relation to the PCSs held by Chance Again.

Kang Jun Limited (“**Kang Jun**”) is wholly-owned by Mr. WONG. By virtue of the SFO, as at the Latest Practicable Date, Mr. WONG was deemed to be interested in 148,500 Shares held by Kang Jun. Mr. WONG had a long position of 5,083,200 Shares. As at the Latest Practicable Date, Mr. WONG was deemed to be interested in an aggregate of approximately 32.18% of the issued share capital of the Company in the Shares and underlying Shares by virtue of the SFO.

Mr. WONG has renewed his service contract with the Company for a term of three years from 1 December 2022 upon expiration of which the service contract shall lapse and expire. The service contract may also be terminated in accordance with the provisions in the service contract by either party giving to the other not less than three months’ prior notice in writing. He is subject to the retirement by rotation and re-election requirements at the general meetings of the Company pursuant to the Articles of Association. Mr. WONG received an aggregate remuneration of HK\$2,925,000 (inclusive of a discretionary bonus) for the year ended 31 December 2023. The emolument of Mr. WONG is determined by the Board based on the recommendation by the remuneration committee of the Company with reference to his duties, responsibilities, performance and the results of the Group.

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

Ms. LAM, aged 53, 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 the management experience in the real estate industry with a focus on 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 the Hong Kong Polytechnic University. She is a member of the Royal Institution of Chartered Surveyors and Chartered Institute of Housing.

Ms. LAM has renewed her service contract with the Company for a term of three years commencing from 1 March 2024. 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\$3,016,000 (inclusive of a discretionary bonus) for the year ended 31 December 2023. 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.

NON-EXECUTIVE DIRECTOR

Mr. YIP Hoong Mun (葉康文), (“Mr. YIP”)

Mr. YIP, aged 62, was appointed as a non-executive Director and a member of the Corporate Governance Committee of the Company on 1 September 2017. Mr. YIP is the executive Director and Group Chief Executive Officer of Metro Holdings Limited (“**Metro Holdings**”, together with its subsidiaries, the “**Metro Group**”) since June 2019. Metro Holdings is a company listed on The Singapore Exchange Securities Trading Limited and a substantial shareholder (as defined in the Listing Rules) of the Company.

Mr. Yip has over 30 years of experience in executive and senior management roles in strategic planning, operations, hospitality, real estate investment and development. Mr. Yip started his career with Indeco Engineers and later joined BP South East Asia. Prior to joining Metro, he spent over 20 years with the CapitaLand Group, and served different roles in various strategic business units. He was Managing Director of Ascott China in 2003 and then Chief Executive Officer, Asia Pacific and the Gulf Region of The Ascott Group in 2006. Subsequent to that, Mr. Yip has been involved in property developments in the Gulf Region, Vietnam and Indonesia of the CapitaLand Group.

Mr. Yip has a Bachelor of Civil Engineering degree with first class honours from the National University of Singapore and a Master's degree in Business Administration from Stanford University, USA. He also completed a management course at Fudan University, Shanghai, China

Mr. YIP has renewed his letter of appointment with the Company for a term of three years commencing from 24 May 2022, which is terminable by either party by giving not less than three months' written notice. He is also subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. Mr. YIP is entitled to receive a remuneration of HK\$25,300 per month, options and discretionary bonus as the Board shall determine. His emolument is determined by the Board based on the recommendation of the remuneration committee of the Company taking into account, among other factors, his qualifications and experience, responsibilities undertaken, contribution to the Company and the prevailing market level of remuneration for similar position.

GENERAL

Save as disclosed above, as at the Latest Practicable Date, none of Mr. WONG, Ms. LAM and Mr. YIP holds any other positions in the Company or any of its subsidiaries or holds any directorship in any listed companies in the past three years preceding the Latest Practicable Date or has other major appointments and professional qualifications, and nor are they related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company, or interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters relating to their re-election that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Top Spring International Holdings Limited (the “**Company**”) will be held at Suite 01–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wan Chai, Hong Kong on Thursday, 23 May 2024 at 10:00 a.m. to consider and, if though fit, pass the following ordinary resolutions (as ordinary businesses):

1. to consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and auditors (the “**Auditors**”) of the Company for the year ended 31 December 2023;
2.
 - (i) to re-elect Mr. WONG Chun Hong as an executive Director;
 - (ii) to re-elect Ms. LAM Mei Ka, Shirley as an executive Director;
 - (iii) to re-elect Mr. YIP Hoong Mun as a non-executive Director; and
 - (iv) to authorise the board (the “**Board**”) of Directors to fix the remuneration of the above Directors;
3. to consider the re-appointment of KPMG as the Auditors for the year ending 31 December 2024 and to authorise the Board to fix their remuneration;

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and, as ordinary businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

4. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Listing Rules and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares (the **“Shares”**) in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures/securities convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures/securities convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted, issued or deal with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company from time to time;
 - (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles of Association”**) and other relevant regulations in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

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shall not exceed 20% of the aggregate number of the Shares in issue as at the date of the passing of this resolution, and if the Company conducts a share consolidation or subdivision after the general mandate has been approved at the Annual General Meeting, the maximum number of Shares that may be allotted, issued and otherwise dealt with under the general mandate as a percentage of the aggregate number of issued Shares at the date immediately before or after such consolidation or subdivision shall be the same and the approval shall be adjusted accordingly; and

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or
- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution, and if the Company conducts a share consolidation or subdivision after the repurchase mandate has been approved at the Annual General Meeting, the maximum number of Shares that may be repurchased under the repurchase mandate as a percentage of the aggregate number of issued Shares at the date immediately before or after such consolidation or subdivision shall be the same and the approval shall be adjusted accordingly; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable law of the Cayman Islands to be held; or
- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

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6. “**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution numbered 5 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue which may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of the Shares repurchased by the Company pursuant to or in accordance with the authority granted pursuant to resolution numbered 6 above, and if the Company conducts a share consolidation or subdivision after the extension mandate has been approved at the Annual General Meeting, the maximum number of Shares that may be allotted, issued or dealt with under the extension mandate as a percentage of the aggregate number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.”

By order of the Board
Top Spring International Holdings Limited
WONG Chun Hong
Chairman

Hong Kong, 30 April 2024

Headquarters and principal place of business in Hong Kong:

Rooms 04–08, 26th Floor

Shui On Centre

6–8 Harbour Road

Wanchai

Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he/she is the holder of two or more Shares, more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, whether in person or by proxy, then one of such persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

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3. In order to be valid, proxy form must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong (the "**Hong Kong Share Registrar**"), Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof), as soon as possible and in any event not less than 48 hours before the time fixed for holding of the meeting or any adjournment of such meeting.
4. The register of members and the register of holders of the PCSs of the Company will be closed from Monday, 20 May 2024 to Thursday, 23 May 2024 (both days inclusive), during which period no transfer of the Shares and PCSs will be effected. In order to qualify for attending and voting at the above meeting or any adjournment of such meeting, (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 Friday, 17 May 2024; 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 Friday, 10 May 2024.
5. Completion and return of a proxy form will not preclude a member from attending and voting in person at the above meeting or any adjournment of such meeting and in such event, the proxy form previously submitted shall be deemed to be revoked.
6. In relation to resolution numbered 4 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. Save for the Shares which may fall to be allotted and issued on conversion of the bonus PCSs, details of which are set out in the announcement of the Company dated 27 March 2013, as well as the Shares which may fall to be allotted and issued upon the exercise of any options which have been granted under the new share option scheme approved by the Shareholders at the annual general meeting held on 8 June 2022 or any scrip dividend scheme which may be approved by the Shareholders, the Directors have no immediate plans to issue any new Shares.
7. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances, which they deem appropriate for the benefit of the Shareholders.

As at the date of this notice, the executive Directors are Mr. WONG Chun Hong, Ms. LAM Mei Ka, Shirley and Mr. WONG Sze Yuen; 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.