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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 22 MAY 2025;
AND
(2) RETIREMENT OF AUDITORS**

(1) POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions proposed at the AGM held on 22 May 2025 were duly passed by way of poll.

(2) RETIREMENT OF AUDITORS

Following the decision of KPMG not to seek for re-appointment as the auditors of the Company at the AGM, KPMG has retired as the auditors of the Company at the conclusion of the AGM.

Reference is made to the circular of Top Spring International Holdings Limited (the “**Company**”) dated 24 April 2025 (the “**Circular**”).

Capitalised terms used in this announcement have the same meanings as defined in the Circular, unless the context otherwise requires.

(1) POLL RESULTS OF THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, the voting of all the resolutions proposed at the annual general meeting of the Company (the “**AGM**”) held on 22 May 2025 had been taken by poll.

As at the date of the AGM, the total number of Shares in issue was 1,412,732,441, which was the total number of Shares entitling the holders thereof (the “Shareholders”) to attend and vote for or against all the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting at the AGM. No parties have indicated in the Circular that they intend to vote against or to abstain from voting on any resolutions at the AGM.

All the resolutions, which were voted on by poll, were approved by the Shareholders. The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Except for Mr. CHAN Yee Herman, who was unable to attend the AGM due to his prior commitment to another engagement, all other Directors attended the AGM either in person or by electronic means.

As more than 50% of the votes were cast in favour of each the following resolutions, all the resolutions were duly passed as ordinary resolutions of the Company. The poll results of the AGM are set out as follows:

Ordinary Resolutions		No. of Shares (Approximate %)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditors (the “Auditors”) of the Company for the year ended 31 December 2024.	1,021,008,405 (100%)	0 (0%)
2.	(i) To re-elect Mr. WONG Sze Yuen as an executive Director.	1,021,008,405 (100%)	0 (0%)
	(ii) To re-elect Mr. KUI Qiang as a non-executive Director.	1,020,968,405 (99.99%)	40,000 (0.01%)
	(iii) To re-elect Mr. CHAN So Kuen as an independent non-executive Director.	1,021,008,405 (100%)	0 (0%)
	(iv) To re-elect Mr. CHAN Yee Herman as an independent non-executive Director.	1,021,008,405 (100%)	0 (0%)
	(v) To authorise the Board to fix the remuneration of the above Directors.	1,021,008,405 (100%)	0 (0%)

Ordinary Resolutions		No. of Shares (Approximate %)	
		For	Against
3.	To authorise the Board to appoint new Auditors to fill the casual vacancy following the retirement of KPMG and to authorise the Board to fix their remuneration.	1,020,965,305 (99.99%)	43,100 (0.01%)
4.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional Shares (including any sale and transfer of treasury shares of the Company) not exceeding 20% of the aggregate number of the Shares in issue (excluding any treasury shares of the Company) as at the date of the passing of the relevant resolution.	1,020,965,305 (99.99%)	43,100 (0.01%)
5.	To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of Shares in issue (excluding any treasury shares of the Company) as at the date of the passing of the relevant resolution.	1,021,008,405 (100%)	0 (0%)
6.	Conditional upon resolutions 4 and 5 being passed, the general and unconditional mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution 4 be 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 5.	1,020,965,305 (99.99%)	43,100 (0.01%)

(2) RETIREMENT OF AUDITORS

Reference is made to the Circular. Following the decision of KPMG not to seek for re-appointment as the auditors of the Company at the AGM, KPMG has retired as the auditors of the Company at the conclusion of the AGM (the “**Retirement**”).

The Board and the Audit Committee have received a letter from KPMG dated 6 May 2025 (the “**Retirement Letter**”) in relation to the Retirement. According to the Retirement Letter, KPMG and the Company could not reach a consensus on the audit fee for the financial year ending 31 December 2025. KPMG has confirmed that, save as disclosed above, there are no other matters connected with the Retirement that need to be brought to the attention of the Shareholders.

The Board and the Audit Committee also confirmed that there is no disagreement between KPMG and the Company, and there are no matters in respect of the Retirement of KPMG that need to be brought to the attention of the Shareholders.

The Company is still in the process of identifying new auditors to fill the causal vacancy following the Retirement. The Company will make further announcement(s) relating to the appointment of new auditors as soon as possible.

The Board would like to take this opportunity to express its gratitude to KPMG for its professional services rendered to the Company during the past years.

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

Hong Kong, 22 May 2025

As at the date of this announcement, 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 Professor WU Si Zong, Mr. CHAN Yee Herman and Mr. CHAN So Kuen.