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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 hand this circular together with the accompanying proxy form at once to the purchaser or 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 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)**

**PROPOSED APPOINTMENT OF AUDITORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall bear the same meanings as those defined in the section headed “Definitions” in this circular. A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM to be held at Suite 01–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 24 June 2025 at 10:30 a.m. or any adjournment of such meeting is set out on pages 7 to 8 of this circular. Whether or not you intend to attend the EGM, you are requested to complete and return 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 later than 48 hours before the time appointed for holding the EGM 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 EGM 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.

4 June 2025

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened on 22 May 2025
“Appointment of Auditors”	the proposed appointment of BDO as new auditors of the Company following the retirement of KPMG, the former auditors of the Company
“Audit Committee”	the audit committee of the Company
“BDO”	BDO Limited
“Board”	the board of Directors
“Bonus Issue”	the issue of the bonus Shares to the Shareholders whose names appeared on the register of members of the Company on 24 May 2013, on the basis of two new Shares for every five Shares held, with an option to elect to receive the PCSs in lieu of all or part of their entitlements to such bonus Shares
“Company”	Top Spring International Holdings Limited (萊蒙國際集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange with stock code 3688
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened at Suite 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 24 June 2025 at 10:30 a.m. to consider and, if thought fit, to approve the Appointment of Auditors
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	2 June 2025, being the latest practicable date for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“PCSs”	the bonus perpetual subordinated convertible securities issued by the Company pursuant to the Bonus Issue
“PRC”	the People’s Republic of China, for the purpose of this circular and the Finance Documents, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Retirement of Auditors”	the retirement of KPMG as the auditors of the Company at the conclusion of the AGM
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. WONG Chun Hong

Ms. LAM Mei Ka, Shirley

Mr. WONG Sze Yuen

*Non-executive Directors:*

Mr. YIP Hoong Mun

Mr. KUI Qiang

*Independent non-executive Directors:*

Professor WU Si Zong

Mr. CHAN Yee Herman

Mr. CHAN So Kuen

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

Rooms 04-08, 26th Floor

Shui On Centre

6-8 Harbour Road Wanchai

Hong Kong

4 June 2025

*To the Shareholders*

Dear Sir or Madam

**PROPOSED APPOINTMENT OF AUDITORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with further information regarding the Appointment of Auditors and to give you the notice of the EGM in order to enable you to make an informed decision as to whether to vote for or against the ordinary resolution relating to the Appointment of Auditors.

The notice of the EGM is enclosed herein as part of this circular.

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## LETTER FROM THE BOARD

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### PROPOSED APPOINTMENT OF AUDITORS

References are made to the announcements of the Company dated 22 May 2025 and 2 June 2025, in relation to, *inter alia*, the Retirement of Auditors and the Appointment of Auditors.

As disclosed in the announcement of the Company dated 22 May 2025, *inter alia*, (i) KPMG has retired as the auditors of the Company upon the expiration of its term of office at the conclusion of the AGM; and (ii) the Company was still in the process of identifying new auditors to fill the causal vacancy following the Retirement of Auditors.

As disclosed in the announcement of the Company dated 2 June 2025, with the recommendation from the Audit Committee, the Board has resolved to propose the appointment of BDO as the new auditors of the Company to fill the casual vacancy following the retirement of KPMG and to hold office until the conclusion of the next annual general meeting of the Company. The Appointment of Auditors is subject to the completion of BDO's client acceptance procedures and the approval of the Shareholders at the EGM.

The Board and the Audit Committee have reviewed and assessed (i) the caliber of BDO including its experience in handling audit work for companies listed on the Stock Exchange; (ii) BDO's resources, technical capabilities and industry knowledge; (iii) BDO's independence and objectivity; (iv) BDO's proposal on audit fee; and (v) the Guidance Notes on Change of Auditors issued by the Accounting and Financial Reporting Council, and considered that BDO meet the regulatory requirements in terms of their qualifications, professional competence, independence and integrity.

### EGM

The notice of the EGM is set out on pages 7 to 8 of this circular.

The votes of the Shareholders at the EGM will be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and the Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.topspring.com](http://www.topspring.com)). Whether or not you intend to attend the EGM, you are requested to complete and return 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 later than 48 hours before the time appointed for holding the EGM 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 EGM 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.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

### **CLOSURE OF REGISTER OF MEMBERS AND REGISTER OF HOLDERS OF THE PCSs**

For the purposes of determining Shareholders' eligibility to attend and vote at the EGM, the register of members and the register of holders of the PCSs of the Company will be closed from Thursday, 19 June 2025 to Tuesday, 24 June 2025, both days inclusive, during which period no transfer of Shares and PCSs will be registered. The record date for such purposes is Tuesday, 24 June 2025.

In order to be eligible to attend and vote at the EGM:

- (a) in the case of the Shares, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with 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, not later than 4:30 p.m. on Wednesday, 18 June 2025; and
- (b) in the case of the PCSs, the notice of conversion in prescribed form, together with the relevant certificate of the PCS(s) and confirmation that any amounts required to be paid by the holder of the PCS(s) 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 Tuesday, 10 June 2025.

### **RECOMMENDATION**

The Board considers that the Appointment of Auditors is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM.

### **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.

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## LETTER FROM THE BOARD

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### GENERAL INFORMATION

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of shareholders of Top Spring International Holdings Limited (the “Company”) will be held at Suite 01–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 24 June 2025 at 10:30 a.m. or any adjournment thereof to consider and, if thought fit, to pass with or without amendments, the following resolution:

#### ORDINARY RESOLUTION

“**THAT** BDO Limited be and are hereby appointed as the auditors of the Company and its subsidiaries, to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is authorised to fix their remuneration.”

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

Hong Kong, 4 June 2025

*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. Any member entitled to attend and vote at the EGM (and any adjournment of such meeting) shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the EGM (and any adjournment of such meeting). A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. In order to be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited with 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 forty-eight (48) hours before the time appointed for holding the EGM (or any adjournment of such meeting) (as the case may be) at which the person named in the instrument proposes to vote.
4. The register of members and the register of holders of the perpetual subordinated convertible securities ("PCSS") of the Company will be closed from Thursday, 19 June 2025 to Tuesday, 24 June 2025 (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 EGM 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 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 by no later than 4:30 p.m. on Wednesday, 18 June 2025; 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 Tuesday, 10 June 2025.
5. Completion and return of the proxy form does not preclude a member from attending and voting in person at the EGM (or any adjournment of such meeting) and, in such event, the proxy form shall be deemed to be revoked.
6. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM (and any adjournment of such meeting), the most senior will alone be entitled to vote, whether in person or by proxy. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.