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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Director(s)**”) Top Spring International Holdings Limited (the “**Company**”) hereby announces that, in order to further improve the corporate governance of the Company and to bring the existing articles of association of the Company (the “**Articles**”) in line with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) on shareholder protection for overseas issuers (Appendix 3 to the Listing Rules) which came into effect on 1 January 2022, as well as to incorporate certain housekeeping amendments, the Board proposes to make certain amendments to the existing Articles (the “**Proposed Amendments**”) and adopt a new set of new Articles (the “**New Articles**”) in substitution for and to the exclusion of the existing Articles, which is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”).

Major changes brought about by the Proposed Amendments are set out below:

- (1) to provide that the Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where the Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (2) to allow all general meetings (including an annual general meeting and any adjourned or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting;
- (3) to allow Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company have the right by written requisition to the Company to require an extraordinary general meeting to be called by the board for the transaction of any resolution specified in such requisition (in addition to the transaction of any business);

- (4) to include additional details to be specified in a notice of general meeting in light of allowing general meetings to be held at one or more meeting locations, or as a hybrid meeting or an electronic meeting;
- (5) to provide for the proceedings of general meetings which are held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the meeting in relation thereto;
- (6) to provide that votes (other than on a show of hands) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine;
- (7) to provide that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the next following annual general meeting after his/her appointment and shall then be eligible for re-election;
- (8) to change the requirement that an annual general meeting shall be held in each financial, rather than calendar year, and the maximum time that may elapse between such annual general meetings;
- (9) to provide that an ordinary resolution is required, rather than a special resolution of the Shareholders, to remove the Company's auditors;
- (10) to clarify that an auditor of the Company which has been appointed by the Board to fill in a casual vacancy, may act while such vacancy continues and its remuneration for the time being may be fixed by the Board. Such auditor shall hold office until the next following annual general meeting of the Company and shall be subject to appointment by the Shareholders and at such remuneration to be determined by the Shareholders;
- (11) to provide different means of sending corporate communications to the Shareholders;
- (12) to specify that the financial year end of the Company shall be 31 December in each year unless otherwise determined by the Directors; and
- (13) to make other consequential and house-keeping amendments to better align with the wordings in the applicable laws of Cayman Islands and the Listing Rules.

A circular containing, among other things, the details of the Proposed Amendments, the New Articles, notice of the AGM and the relevant proxy form will be despatched to the Shareholders in due course.

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

Hong Kong, 21 April 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.