

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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) APPOINTMENT OF AUDITORS; AND (2) CHANGE IN COMPOSITION OF NOMINATION COMMITTEE

(1) APPOINTMENT OF AUDITORS

This section is made by the board (the “**Board**”) of directors (the “**Directors**”) of Top Spring International Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the circular of the Company dated 24 April 2025 (the “**Circular**”) and the announcement of the Company dated 22 May 2025 (the “**Announcement**”), in relation to, *inter alia*, retirement of auditors of the Company. Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular and/or the Announcement, as the case may be.

As disclosed in the Announcement, *inter alia*, (i) KPMG has retired as the auditors of the Company 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 KPMG.

The Board announces that with the recommendation from the Audit Committee, the Board has resolved to propose the appointment of BDO Limited (“**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 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.

The appointment of BDO is subject to the completion of BDO's client acceptance procedures and the approval by the Shareholders at the forthcoming extraordinary general meeting of the Company (the "EGM"). A circular containing, among others, details of the proposed appointment of auditors, together with a notice of the EGM, will be published by the Company in due course.

(2) CHANGE IN COMPOSITION OF NOMINATION COMMITTEE

The Board also wishes to announce that Ms. Lam Mei Ka, Shirley ("**Ms. Lam**"), an executive Director, has been appointed as a member of the Nomination Committee in place of Mr. Wong Chun Hong ("**Mr. Wong**") with effect from 2 June 2025. Other positions of Ms. Lam and Mr. Wong at the Board remains unchanged.

Following the appointment of Ms. Lam, the Nomination Committee has one Director of a different gender, and still comprises a majority of independent non-executive Directors. The above change in composition of Nomination Committee is implemented in response to the amended Corporate Governance Code as set forth in Appendix C1 to the Listing Rules which will come into effect on 1 July 2025. Good corporate governance plays a significant role in the overall performance of the Company and the Board believes that the implementation of such change could strengthen the effectiveness and diversity of the Board and further enhance good corporate governance practice of the Company as a whole.

In addition to the change in composition of Nomination Committee, certain revisions have been made to the terms of reference of the Nomination Committee in response to the amended Corporate Governance Code as mentioned above. Full text of the updated terms of reference of the Nomination Committee has been published on the websites of the Company (www.topspring.com) and of the Stock Exchange (www.hkexnews.hk) on even date.

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

Hong Kong, 2 June 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.