THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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萊蒙國際
TOPSPRING

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, 21 May 2026 at 10:00 a.m. is set out on pages 19 to 23 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. For the avoidance of doubt, holders of any Treasury Shares shall abstain from voting at general meetings in respect of Treasury Shares held by them, if any.

29 April 2026

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

"Annual General Meeting"	convened and held at Suite 01–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wan Chai, Hong Kong on Thursday, 21 May 2026 at 10:00 a.m., the notice of which is set out on pages 19 to 23 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
"Audit Committee"	the audit committee of the Company
"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
"Business Day"	has the meaning ascribed to it under the Listing Rules
"CCASS"	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"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

"Corporate Governance Committee"	the corporate governance committee of the Company
"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
"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 (including any sale or transfer of Treasury Shares, if any) up to a maximum of 20% of the aggregate number of Shares in issue (excluding Treasury Shares, if any) 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
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	24 April 2026, 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 Company
"PCSs"	the bonus perpetual subordinated convertible securities issued by the Company pursuant to the Bonus Issue
"PRC"	the People's Republic of China
"Remuneration Committee"	the remuneration committee of the Company

"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 (excluding Treasury Shares, if any) 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)
"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
"Treasury Share(s)"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

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:
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

Headquarters and principal place of business in Hong Kong:
Rooms 04–08, 26th Floor
Shui On Centre
6–8 Harbour Road
Wanchai
Hong Kong

29 April 2026

To the Shareholders and, for information only, 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 Director.

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 22 May 2025, 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 (excluding Treasury Shares, if any) 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 deal 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 (excluding Treasury Shares, if any) 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.

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) and (2) of the Articles of Association, Mr. WONG Chun Hong, Ms. LAM Mei Ka, Shirley and Professor WU Si Zong shall retire at the Annual General Meeting. All of the above Directors, 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 as an executive Director, Ms. LAM Mei Ka, Shirley as an executive Director and Professor WU Si Zong as an independent non-executive Director at the Annual General Meeting.

The Nomination Committee has considered the profile, qualification and experience and other factors of Mr. Wong Chun Hong and Ms. LAM Mei Ka, Shirley as set out in Appendix II to this circular. The Nomination Committee is satisfied that each of Mr. Wong Chun Hong and Ms. LAM Mei Ka, Shirley possesses the required character, integrity and experience to continuously fulfil his or her role as an executive Director effectively, and proposes each of Mr. Wong Chun Hong and Ms. LAM Mei Ka, Shirley to the Board for re-election at the AGM. The Board believes that their re-election as executive Directors would be in the best interest of the Company and the Shareholders as a whole. The Board accepted the nomination of the Nomination Committee and recommended each of Mr. Wong Chun Hong and Ms. LAM Mei Ka, Shirley for re-election as an executive Director at the Annual General Meeting.

Professor WU Si Zong has served the Company for more than 15 years. As an independent non-executive Director with extensive experience and knowledge and in-depth understanding of the Company's operations and business, Professor WU Si Zong has expressed objective views and given independent guidance to the Company over the past years. The Board considered that his long service would not affect his exercise of independent judgment and was satisfied that he has the required integrity and experience to continue fulfilling the role of an independent non-executive Director and considered him to be independent.

The Nomination Committee has assessed the independence of Professor WU Si Zong based on reviewing his written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that he remains independent. The Nomination Committee has also considered the profile, qualification and experience and other factors of Professor WU Si Zong as set out in Appendix II to this circular. The Nomination Committee is satisfied that Professor WU Si Zong possesses the required character, integrity and experience to continuously fulfil their role as an independent non-executive Director effectively. Having considered Professor WU Si Zong's experience in the field of economics and finance, his contribution to the Board and responsibility to the directorship, benefits for promoting diversity of Board members and the criteria set out in Rule 3.13 of the Listing Rules, the Nomination Committee proposes Professor WU Si Zong to the Board for re-election at the Annual General Meeting. The Board believes that his re-election as an independent non-executive Director would be in the best interest of the Company and the Shareholders as a whole. The Board accepted the nomination of the Nomination Committee and recommended Professor WU Si Zong for re-election as an independent non-executive Director at the Annual General Meeting.

Biographical information of each of Mr. WONG Chun Hong, Ms. LAM Mei Ka, Shirley and Professor WU Si Zong is set out in Appendix II to this circular.

ACTIONS TO BE TAKEN

Set out on pages 19 to 23 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. For the avoidance of doubt, holders of any Treasury Shares shall abstain from voting at general meetings in respect of Treasury Shares held by them, if any.

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.

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; (b) the re-election of Directors; and (c) authorising the Board to appoint new auditors to fill the casual vacancy following KPMG's retirement at the close of the Annual General Meeting and fix their remuneration 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 2025 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

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 (excluding Treasury Shares, if any) as at the date of the Annual General Meeting.

The Company may cancel any repurchased Shares and/or hold them as Treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

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 2025, 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
	HK$	*HK$*
2025		
April	0.415	0.26
May	0.37	0.315
June	0.485	0.265
July	0.4	0.27
August	0.67	0.35
September	0.5	0.36
October	0.48	0.35
November	0.53	0.365
December	0.495	0.35
2026		
January	0.98	0.31
February	0.415	0.31
March	0.32	0.29
April (up to and including the Latest Practicable Date)	0.32	0.265

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.

Set out below are details of the Directors who will retire and are eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS

Mr. WONG Chun Hong (黃俊康) ("Mr. WONG")

Mr. WONG, aged 71, 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.

Mr. WONG has renewed his service contract with the Company for a term of three years from 1 December 2025 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$1,420,000 (inclusive of a discretionary bonus) for the year ended 31 December 2025 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.

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. He is the father of Mr. WONG Sze Yuen, an executive Director.

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.

Save as disclosed above, as at the Latest Practicable Date, Mr. WONG (i) did not hold any other positions in the Company or any of its subsidiaries; (ii) did not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the past three years nor did he have other major appointments and professional qualifications; and (iii) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors are aware, save as disclosed above, and as at the Latest Practicable Date, Mr. WONG was not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no other information which is disclosable nor is Mr. WONG involved in any other matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. WONG that need to be brought to the attention of the Shareholders.

Ms. LAM Mei Ka, Shirley (林美家) ("Ms. LAM")

Ms. LAM, aged 55, 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. She is also a holder of the Property Management Practitioner (Tier 1) Licence of Hong Kong Property Management Services Authority.

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$2,729,000 (inclusive of a discretionary bonus) for the year ended 31 December 2025. 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.

Save as disclosed above, as at the Latest Practicable Date, Ms. LAM (i) did not hold any other positions in the Company or any of its subsidiaries; (ii) did not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the past three years nor did he have other major appointments and professional qualifications; and (iii) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors are aware, and as at the Latest Practicable Date, Ms. LAM was not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no other information which is disclosable nor is Ms. LAM involved in any other matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. LAM that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Professor WU Si Zong (吳泗宗) ("Professor WU")

Professor WU, aged 74, was appointed as an independent non-executive Director on 30 November 2010. Since 1997 and until now, he is a professor, a doctoral tutor, at 同濟大學 (Tongji University), where he had been the secretary of the Party Committee and the vice dean of the Economic and Management School. Professor WU is the vice chairman of 上海市市場學會 (Shanghai Marketing Society) and the standing director of 中國市場學會 (China Marketing Society). Professor WU lectures in economics and international trade. His main research fields are business management, marketing and international trade. From 1994 to 1997, he was the Head of Affairs Committee of the International Trade Faculty at Jiangxi University of Finance and Economics (江西財經大學). From 2001 to 2008, Professor WU published several theses and was involved in various research projects in his fields of expertise. He also published many books in marketing, commerce and trade from 2000 to 2007. Professor WU received his Bachelor's degree in Economics from (Jiangxi University of Finance and Economics) 江西財經大學 in 1982. In 1995, he received his master's degree in economics at Shanghai University of Finance and Economics (上海財經大學).

Professor WU has entered into his appointment letter with the Company for a term of three years. The appointment letter may be terminated in accordance with the provisions in the appointment letter by either party giving to the other party not less than three months' written notice. He is also subject to retirement by rotation and re-election requirements at the general meetings of the Company pursuant to the Articles of Association. Professor WU received a director's fee of HK$288,000 for the year ended 31 December 2025. The director's fee of Professor WU is determined by the Board based on the recommendation by the Remuneration Committee with reference to his duties, responsibilities, performance and the results of the Group.

Save as disclosed above, as at the Latest Practicable Date, Professor WU (i) did not hold any other positions in the Company or any of its subsidiaries; (ii) did not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the past three years nor did he have other major appointments and professional qualifications; and (iii) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors are aware, and as at the Latest Practicable Date, Professor WU was not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no other information which is disclosable nor is Professor WU involved in any other matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Professor WU that need to be brought to the attention of the Shareholders.

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, 21 May 2026 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 2025;

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 Professor WU Si Zong as an independent non-executive Director; and

   (iv) to authorise the board (the "**Board**") of Directors to fix the remuneration of the above Directors;

3. to re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration.

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 (including an sale or transfer of treasury shares out of treasury that are held as treasury shares 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;

shall not exceed 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 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)."

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 (excluding any treasury shares of the Company) 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."

6. "**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution numbered 4 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 5 above, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue (excluding any treasury shares of the Company) 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 5 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, 29 April 2026

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.

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, 18 May 2026 to Thursday, 21 May 2026 (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, 15 May 2026; 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, 8 May 2026.

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, 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.