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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)

ANNOUNCEMENT IN RELATION TO PUBLIC FLOAT AND RESUMPTION OF TRADING

The Board announced that the public float of the Company has fallen below 25% of the entire issued share capital of the Company.

Shareholders and investors of the Company are advised to exercise caution when dealing in the securities of the Company.

The board of directors of the Company (the “**Board**”) announced that, as at the date of this announcement, the public float of the Company was approximately 20.64%, which has fallen below 25% of the entire issued share capital of the Company held by the public (the “**Minimum Prescribed Percentage**”) as prescribed by Rules 8.08(1)(a) and 13.32(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

To the best knowledge and belief of the directors of the Company (the “**Directors**”) and based on the information set out in the disclosure of interests notices filed with The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the shareholding structure of the Company as at the date of this announcement was as follows:

Shareholders	Number of shares of the Company (“Shares”)	Approximate %
Mr Wong Chun Hong (<i>Note 1</i>)	627,302,000	62.61
Dr McCabe Kevin Charles (<i>Notes 2 and 3</i>)	112,709,000	11.25
Other Directors	4,588,000	0.46
Metro Holdings Limited	50,500,000	5.04
Public shareholders	206,792,500	20.64
Total	<u>1,001,891,500</u>	<u>100</u>

Notes:

- As at the date of this announcement, Kang Jun Limited was beneficially interested in 148,500 Shares. Kang Jun Limited is wholly-owned by Mr Wong Chun Hong (“**Mr Wong**”) and by virtue of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (“**SFO**”), Mr Wong was deemed to be interested in the 148,500 Shares held by Kang Jun Limited. Chance Again Limited (“**Chance Again**”) is wholly-owned by Cheung Yuet (B.V.I.) Limited (“**BVI Co**”). BVI Co is wholly-owned by HSBC International Trustee Limited as the trustee of The Cheung Yuet Memorial Trust, a discretionary family trust established by Mr Wong, the beneficiaries of which include Mr Wong’s family members (the “**Wong Family Trust**”). Mr Wong is the settlor of the Wong Family Trust. By virtue of the SFO, Mr Wong was deemed to be interested in the 627,153,500 Shares held by Chance Again.
- As at the date of this announcement, Scarborough International Holdings B.V. was beneficially interested in 112,500,000 Shares. Scarborough International Holdings B.V. is wholly-owned by Scarborough Property Company Limited. Scarborough Property Company Limited is wholly-owned by Scarborough Overseas Holdings Limited. Scarborough Overseas Holdings Limited is wholly-owned by Scarborough Group International Limited. Scarborough Group International Limited is wholly-owned by Dr McCabe Kevin Charles and by virtue of the SFO, Dr McCabe Kevin Charles was deemed to be interested in the 112,500,000 Shares held by Scarborough International Holdings B.V.
- As at the date of this announcement, Dr McCabe Kevin Charles was beneficially interested in 209,000 Shares.

The Company became aware of the insufficiency of the public float on 25 January 2013 (after trading hours) when the Company was reviewing its shareholding structure. The Company found out that the 5.04% shareholding held by Metro Holdings Limited should not have been regarded as being held by the public since the establishment of the Joint Venture Company (as defined in the Company’s announcement dated 3 October 2012 (the “**Announcement**”) and the Company’s circular dated 23 November 2012) on 20 December 2012. Metro Holdings Limited has, since the Company’s listing on the Stock Exchange, been a shareholder of the Company and has further increased its shareholding in the Company in August 2011.

As disclosed in the Announcement and the circular of the Company, the Joint Venture Company would be established for the Acquisition (as defined in the Announcement) and development of the Project (as defined in the Announcement), which would be 70% held indirectly by the Company and 30% held directly by Metro Shanghai (as defined in the Announcement). Metro Shanghai is an indirect wholly-owned subsidiary of Metro Holdings Limited. Upon the establishment of the Joint Venture Company on 20 December 2012, Metro Shanghai became a substantial shareholder of the Joint Venture Company which became a non-wholly owned subsidiary of the Company. As a result, Metro Holdings Limited, which is an associate of Metro Shanghai, became a connected person of the Company under Rule 1.01 of the Listing Rules. The shareholding of Metro Holdings Limited in the Company has, therefore, not been regarded as being held by the public under Rules 8.08(1)(a) and 13.32(1) of the Listing Rules since 20 December 2012.

The Company is, at a preliminary stage, considering various ways to restore the Minimum Prescribed Percentage of the Company's shares being in public hands. The Company will make further announcement in this regard as and when appropriate.

TRADING HALT AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on Monday, 28 January 2013 pending the release of this announcement.

Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 1:00 p.m. on Monday, 28 January 2013.

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

Hong Kong, 28 January 2013

As at the date of this announcement, the executive directors of the Company are Mr WONG Chun Hong, Ms LI Yan Jie, Mr LEE Sai Kai David, Mr LAM Jim and Mr WANG Tian Ye; the non-executive director of the Company is Dr McCABE Kevin Charles (the alternate director to Dr McCABE Kevin Charles is Ms THAM Qian); and the independent non-executive directors of the Company are Mr BROOKE Charles Nicholas, Mr CHENG Yuk Wo and Professor WU Si Zong.