

IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



Top Spring International Holdings Limited

萊蒙國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 250,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 25,000,000 Shares (subject to adjustment)
Number of International Offer Shares	: 225,000,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$8.10 per Share plus brokerage of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)
Nominal value	: HK\$0.10 per Share
Stock Code	: 3688

Sole Global Coordinator and Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, 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 prospectus.

A copy of this prospectus, together with the documents specified in the section headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix IX to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Hong Kong Companies Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be fixed by agreement among the Joint Bookrunners (on behalf of the Underwriters) and us on the Price Determination Date, which is expected to be on or around Wednesday, March 16, 2011 and, in any event, not later than Monday, March 21, 2011. The Offer Price will be not more than HK\$8.10 and is currently expected to be not less than HK\$6.23. If, for any reason, the Offer Price is not agreed by Monday, March 21, 2011 between the Joint Bookrunners (on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse.

The Joint Bookrunners (on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, an announcement will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering and on the websites of our Company at www.topspring.com and the Stock Exchange at www.hkexnews.hk. Further details are set out in the section headed "Structure and Conditions of the Global Offering" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Bookrunners (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the Offer Shares commences on the Stock Exchange. Such grounds are set out in the section headed "Underwriting — Grounds for Termination" in this prospectus.

The Offer Shares have not been and will not be registered under the US Securities Act and may not be offered or sold, pledged or transferred within the United States or to, or for the account or benefit of US persons, except that the Offer Shares may be offered, sold or delivered to QIBs in reliance on Rule 144A or other exemption(s) from registration under the US Securities Act or outside the United States in reliance on Regulation S under the US Securities Act.

March 11, 2011

IMPORTANT

We will be relying on section 9A of the Companies Ordinance and will be issuing the **WHITE** and **YELLOW** Application Forms without them being accompanied by a printed prospectus. The contents of this prospectus are identical to the electronic form prospectus which can be accessed and downloaded from the websites of our Company at www.topspring.com, under the “Investor Relations>Prospectus” section, and the Stock Exchange at www.hkexnews.hk, under the “HKExnews>Listed Company Information>Latest Listed Company Information” section, respectively.

Members of the public who wish to obtain a copy of this printed prospectus may obtain a copy, free of charge, upon request during normal business hours from 9:00 a.m. on Friday, March 11, 2011 until 12:00 noon on Wednesday, March 16, 2011 at the following locations:

1. the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong;

2. any of the following addresses of the Sole Sponsor and/or the Hong Kong Underwriters:

Macquarie Capital Securities Limited, Level 18, One International Finance Center, 1 Harbour View Street, Central, Hong Kong;

The Hongkong and Shanghai Banking Corporation Limited, 1 Queen’s Road Central, Hong Kong; or

Nomura International (Hong Kong) Limited, 30th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong;

3. any of the following branches of The Hongkong and Shanghai Banking Corporation Limited:

	<u>Branch Name</u>	<u>Address</u>
Hong Kong Island: . .	Hong Kong Office	Level 3, 1 Queen’s Road Central, Hong Kong
	Aberdeen Centre Branch	Shop 2, G/F, Site I, Aberdeen Centre, Aberdeen, Hong Kong
	Des Voeux Road Central Branch	China Insurance Group Bldg, 141 Des Voeux Road Central, Hong Kong
	Hay Wah Building Branch	G/F, Hay Wah Building, 71–85 Hennessy Rd, Wan Chai, Hong Kong
Kowloon:	Hoi Yuen Road Branch	G/F, Wong Tze Building, 71 Hoi Yuen Road, Kwun Tong, Kowloon
	Telford Gardens Branch	Shop Unit P16, Blk G, Telford Plaza I, Kowloon Bay, Kowloon

IMPORTANT

<u>Branch Name</u>	<u>Address</u>
Pioneer Centre Branch	Shop 218, 2/F, Pioneer Centre, 750 Nathan Rd, Kowloon
Ocean Centre Branch	Shop 361–5, Level 3, Ocean Centre, Harbour City, Kowloon
New Territories: Maritime Square Branch	Shop 308F, Level 3, Maritime Square, Tsing Yi, New Territories
Shatin Branch	Shop No. 30D, Level 3, Shatin Centre Shopping Arcade, Sha Tin, New Territories
and	
4. any of the following branches of The Bank of East Asia, Limited:	
<u>Branch Name</u>	<u>Address</u>
Hong Kong Island Main Branch	10 Des Voeux Road Central, HK
399 Hennessy Road Branch	G/F, Eastern Commercial Centre, 399 Hennessy Road, Wanchai
Chai Wan Branch	345 Chai Wan Road
Taikoo Shing Branch	Shop G1010-1011, Yiu Sing Mansion
Kowloon Mongkok Branch	638–640 Nathan Road
Millennium City 5 Branch	Shop 1, G/F, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon
Tsim Sha Tsui Branch	Shop A & B, Milton Mansion, 96 Nathan Road
Mei Foo Sun Chuen Branch	Shop N57, G/F, Mount Sterling Mall
New Territories Shatin Plaza Branch	Shop 3–4, Level 1, Shatin Plaza
Ha Kwai Chung Branch	202 Hing Fong Road.
<p>During normal business hours from 9:00 a.m. on Friday, March 11, 2011 until 12:00 noon on Wednesday, March 16, 2011, at least three copies of this printed prospectus will be available for inspection at every location where the WHITE and YELLOW Application Forms are distributed as set out in the section headed “How to Apply for Hong Kong Offer Shares – Who can apply for Hong Kong Offer Shares – 1. Applying by Using an Application Form” in this prospectus.</p>	