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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)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 22 OCTOBER 2014**

The Board is pleased to announce that the ordinary resolution proposed at the extraordinary general meeting of the Company held on 22 October 2014 (the “EGM”) was duly passed by way of poll.

Reference is made to the circular of Top Spring International Holdings Limited (the “**Company**”) dated 3 October 2014 (the “**Circular**”) in relation to a framework loan agreement dated 10 September 2014 (the “**Framework Loan Agreement**”) entered into among 南昌萊蒙置業有限公司 (Nanchang Top Spring Real Estate Co., Ltd.\*), 深圳市萊蒙鼎盛投資發展有限公司 (Shenzhen Top Spring Ding Sheng Investment Development Co. Ltd.\*), Top Spring Insite Commercial Property Holdings Limited, and Metro Shanghai HQ Pte. Ltd. (“**Metro Shanghai**”), and the transactions contemplated under it (including the proposed loan annual caps under the Framework Loan Agreement for Metro Shanghai or an indirect wholly-owned subsidiary of Metro Holdings Limited designated by Metro Shanghai (the “**Proposed Loan Annual Caps**”)).

Capitalised terms used in this announcement have the same meanings as defined in the Circular, unless the context otherwise requires.

#### **POLL RESULTS OF THE EGM**

Pursuant to Rule 13.39(4) of the Listing Rules and the articles of association of the Company, the voting of the ordinary resolution proposed at the EGM had been taken by poll. The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The provision of the Loans to Metro Shanghai (or Metro Designated Company) under the Framework Loan Agreement constitutes a continuing connected transaction and a discloseable transaction of the Company under the Listing Rules. Metro Shanghai (or Metro Designated Company) is an indirect wholly-owned subsidiary of Metro which indirectly holds 19.68% of the issued Shares and 30% of the equity interest in Nanchang Top Spring, a subsidiary of the

Company, as at the date of this announcement. Metro is, therefore, a connected person of the Company under the Listing Rules, and Metro and its associates were required to abstain, and have abstained, from voting on the ordinary resolution proposed at the EGM.

As at the date of the EGM, the total number of Shares in issue was 1,160,634,100, of which 228,390,110 Shares were held by Metro and its associates, representing approximately 19.68% of the total number of Shares in issue, and 932,243,990 Shares were held by the Independent Shareholders, representing approximately 80.32% of the total number of Shares in issue. The Independent Shareholders were entitled to attend and vote for or against the ordinary resolution at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. No parties have indicated in the Circular that they intend to vote against or to abstain from voting on the resolution at the EGM.

As more than 50% of the votes were cast in favour of the ordinary resolution proposed at the EGM, the resolution was duly passed as an ordinary resolution by the Independent Shareholders. The poll results of the EGM are set out as follows:

Ordinary Resolution	No. of Shares (Approximate %)	
	For	Against
To approve and confirm the Framework Loan Agreement and the transactions contemplated under it (including the Proposed Loan Annual Caps), and to authorise the Directors to take all steps and do all acts and things as they consider to be necessary, appropriate or expedient in connection with and to implement or give effect to the Framework Loan Agreement and the transactions contemplated under it (including the Proposed Loan Annual Caps), and to execute all documents, instruments and agreements (including the affixation of the Company's common seal) deemed by them to be incidental to, ancillary to or in connection with the Framework Loan Agreement and the transactions contemplated under it (including the Proposed Loan Annual Caps).	653,193,507 (89.97%)	72,806,000 (10.03%)

By Order of the Board  
**Top Spring International Holdings Limited**  
**LUK Po Chun**  
*Company Secretary*

Hong Kong, 22 October 2014

*As at the date of this announcement, the executive Directors are Mr WONG Chun Hong, Ms LI Yan Jie, Mr LEE Sai Kai David and Mr CHEN Feng Yang; the non-executive Director is CHIANG Kok Sung Lawrence; and the independent non-executive Directors are Mr BROOKE Charles Nicholas, Mr CHENG Yuk Wo and Professor WU Si Zong.*

\* *For identification purposes only*