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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 ANNUAL GENERAL MEETING HELD ON 22 MAY 2015**

#### **POLL RESULTS OF THE AGM**

The Board is pleased to announce that all the resolutions proposed at the AGM held on 22 May 2015 were duly passed by way of poll.

Reference is made to the circular of Top Spring International Holdings Limited (the “**Company**”) dated 14 April 2015 (the “**Circular**”).

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

#### **POLL RESULTS OF THE AGM**

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, the voting of all the resolutions proposed at the annual general meeting (the “**AGM**”) of the Company held on 22 May 2015 had been taken by poll.

As at the date of the AGM, the number of Shares in issue was 1,162,951,600, which was the total number of Shares entitling the holders (the “**Shareholders**”) to attend and vote for or against all the resolutions proposed at the AGM. 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 and no Shareholders were required under the Listing Rules to abstain from voting at the AGM. No parties have indicated in the Circular that they intend to vote against or to abstain from voting on any resolutions at the AGM.

All the resolutions, which were voted on by poll, were approved by the Shareholders. The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As more than 50% of the votes were cast in favour of each of the following resolutions, all the resolutions were duly passed as ordinary resolutions. The poll results of the AGM are set out as follows:

Ordinary Resolutions		No. of Shares (%)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ <b>Directors</b> ”) and auditors (the “ <b>Auditors</b> ”) of the Company for the year ended 31 December 2014.	955,142,610 (100%)	0 (0%)
2.	To declare a final dividend for the year ended 31 December 2014.	955,142,610 (100%)	0 (0%)
3.	(i) To re-elect Mr LEE Sai Kai David as executive Director.	955,142,610 (100%)	0 (0%)
	(ii) To re-elect Mr CHIANG Kok Sung Lawrence as non-executive Director.	955,142,610 (100%)	0 (0%)
	(iii) To re-elect Mr CHENG Yuk Wo as independent non-executive Director.	953,504,110 (99.83%)	1,638,500 (0.17%)
	(iv) To re-elect Professor WU Si Zong as independent non-executive Director.	953,504,110 (99.83%)	1,638,500 (0.17%)
	(v) To authorise the board (the “ <b>Board</b> ”) of Directors to fix the remuneration of the Directors.	955,142,610 (100%)	0 (0%)
4.	To re-appoint KPMG as the Auditors for the year ending 31 December 2015 and to authorise the Board to fix their remuneration.	955,142,610 (100%)	0 (0%)
5.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution.	881,526,610 (92.29%)	73,616,000 (7.71%)
6.	To grant a general and unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the aggregate nominal amount of share capital of the Company in issue as at the date of the passing of the relevant resolution.	955,142,610 (100%)	0 (0%)

Ordinary Resolutions		No. of Shares (%)	
		For	Against
7.	Conditional upon resolutions 5 and 6 being passed, the general and unconditional mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to resolution 5 be extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 6.	881,526,610 (92.29%)	73,616,000 (7.71%)

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

Hong Kong, 22 May 2015

*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 Mr CHIANG Kok Sung Lawrence; and the independent non-executive Directors are Mr BROOKE Charles Nicholas, Mr CHENG Yuk Wo and Professor WU Si Zong.*