



# 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)

### PROXY FORM

Proxy form for use by shareholders at the extraordinary general meeting to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Thursday, 18 August 2016 at 10:00 a.m.

I/We (note a) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of (note b) \_\_\_\_\_ shares (the "Shares") of HK\$0.1 each in the share capital of Top Spring International Holdings Limited (the "Company") hereby appoint the chairman of the extraordinary general meeting of the Company (the "Meeting") or \_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy (note c) at the Meeting to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Thursday, 18 August 2016 at 10:00 a.m. (or any adjournment of such Meeting) and to vote on my/our behalf as directed below.

Please make a mark (✓) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

	ORDINARY RESOLUTIONS (note c)	FOR (note d)	AGAINST (note d)
1.	To approve, confirm and ratify the entering into of the Framework Agreement (as defined in the circular of the Company dated 26 July 2016 (the "Circular")), the Supplemental Agreements (as defined in the Circular) and the transactions contemplated under them, and to authorise the directors of the Company (the "Directors") to take all steps and do all acts and things 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 Agreement, the Supplemental Agreements and the transactions contemplated under them.		
2.	To approve, confirm and ratify the provision of the Guarantee (as defined in the Circular) and the transactions contemplated under it, and to authorise the Directors to take all steps and do all acts and things 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 provision of the Guarantee and the transactions contemplated under it.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature(s) \_\_\_\_\_ (notes e to j)

#### Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words "the chairman of the extraordinary general meeting of the Company (the "Meeting")" and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes marked "Against". If the proxy form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular any of proposed resolutions there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 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 was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall 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, attorney or other person duly authorised.
- In order to be valid, the 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, attorney or other person 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof), not later than 48 hours before the time appointed for holding the Meeting or any adjournment of such Meeting (as the case may be).
- The register of members of the Company and the register of holders of the perpetual subordinated convertible securities ("PCSs") of the Company will be closed from Tuesday, 16 August 2016 to Thursday, 18 August 2016 (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 Meeting or any adjournment of such Meeting, (i) 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 Monday, 15 August 2016; and (ii) 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 Monday, 8 August 2016.
- Completion and return of this proxy form will not preclude a member from attending and voting in person at the Meeting or any adjournment of such Meeting and in such event, the proxy form previously submitted shall be deemed to be revoked.
- Any alteration made to this proxy form should be initialled by the person(s) who sign(s) this proxy form.
- The description of the resolutions is by way of summary only. The full text appears in the notice of the Meeting dated 26 July 2016.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company or the Hong Kong Share Registrar at the above address.