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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)**

### **VOLUNTARY ANNOUNCEMENT TRANSACTION IN SHARES BY SUBSTANTIAL SHAREHOLDERS**

This announcement is made by Top Spring International Holdings Limited (the “**Company**”) on a voluntary basis.

The Company was informed that, on 10 January 2024, Chance Again Limited (“**Chance Again**”) and Crown Investments Ltd (“**Crown Investments**”) entered into a sale and purchase agreement in relation to the sale of 84,763,946 shares (representing approximately 6% of the total number of issued shares) of the Company by Chance Again to Crown Investments (the “**Transaction**”). Completion of the Transaction took place on the same day.

Before completion of the Transaction, Chance Again held 417,593,500 shares of the Company, representing approximately 29.56% of the total number of issued shares of the Company. Mr. Wong Chun Hong (“**Mr. Wong**”), the chairman of the board of directors of the Company, the chief executive officer and an executive director of the Company, was deemed to be interested in the 417,593,500 shares held by Chance Again by virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Together with his personal interest and interest held in a controlled corporation, Mr. Wong was interested in an aggregate of 422,825,200 shares, representing approximately 29.93% of the total number of issued shares of the Company.

Before completion of the Transaction, Crown Investments held 227,970,810 shares, representing approximately 16.14% of the total number of issued shares of the Company. Crown Investments is indirectly wholly-owned by Metro Holdings Limited (“**Metro**”), whose shares are listed on the Main Board of the Singapore Exchange Securities Trading Limited. Metro was interested in an aggregate of 228,390,110 shares, representing approximately 16.17% of the total number of issued shares of the Company, through Crown Investments and another wholly-owned subsidiary. Metro and its subsidiaries (“**Metro Group**”) operate two core business segments: property investment and development, and retail, and with presence in five key markets namely Singapore, the PRC, Indonesia, the United Kingdom and Australia.

Immediately after completion of the Transaction and as at the date of this announcement, Mr. Wong and Metro Group are interested in 338,061,254 shares and 313,154,056 shares, representing approximately 23.93% and 22.17% of the total number of issued shares of the Company, respectively, and remain as substantial shareholders of the Company.

The table below sets out the shareholding structure of the Company (i) before completion of the Transaction and (ii) after completion of the Transaction and as at the date of this announcement:

Name of shareholders	Before completion of the Transaction		After completion of the Transaction and as at the date of this announcement	
	Number of shares	Approximate percentage of shareholding (%)	Number of shares	Approximate percentage of shareholding (%)
<b>Mr. Wong and his related companies and trusts</b>				
<i>(Note)</i>	<b>422,825,200</b>	<b>29.93</b>	<b>338,061,254</b>	<b>23.93</b>
<b>Metro Group</b>	<b>228,390,110</b>	<b>16.17</b>	<b>313,154,056</b>	<b>22.17</b>
Yunnan Health & Culture Tourism Holding Group Co., Ltd. and its associate	400,959,840	28.38	400,959,840	28.38
Public shareholders	360,557,291	25.52	360,557,291	25.52
<b>Total</b>	<b><u>1,412,732,441</u></b>	<b><u>100.00</u></b>	<b><u>1,412,732,441</u></b>	<b><u>100.00</u></b>

*Note:* Chance Again also holds 116,552,800 bonus perpetual subordinated convertible securities (the “PCS(s)”) issued by the Company on 20 June 2013. Such PCSs are convertible into 116,552,800 shares of the Company (subject to adjustment) at any time provided that (i) the 25% public float requirement can be complied with immediately after the purported conversion and (ii) the conversion would not trigger a mandatory general offer obligation on the part of the PCS holder (and its concert parties) upon exercise of the conversion right. Assuming the PCSs are fully converted by Chance Again after completion of the Transaction, Mr. Wong, his related companies and trusts will hold an aggregate of 454,614,054 shares, representing approximately 29.73% of the total number of issued shares of the Company.

By order of the board of directors  
**Top Spring International Holdings Limited**  
**WONG Tak Chun**  
*Company Secretary*

Hong Kong, 11 January 2024

*As at the date of this announcement, the executive directors are Mr. WONG Chun Hong, Ms. LAM Mei Ka, Shirley and Mr. WONG Sze Yuen; the non-executive directors are Mr. YIP Hoong Mun and Mr. Kui Qiang; and the independent non-executive directors are Mr. CHENG Yuk Wo, Professor WU Si Zong and Mr. CHAN Yee Herman.*