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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Top Spring International Holdings Limited (the “**Company**”) announces that Mr. Cheng Yuk Wo (“**Mr. Cheng**”) has tendered his resignation as an independent non-executive Director, the chairman of the audit committee of the Board (the “**Audit Committee**”), the chairman of the remuneration committee (the “**Remuneration Committee**”), a member of the nomination committee of the Board (the “**Nomination Committee**”) and a member of the corporate governance committee of the Board (the “**Corporate Governance Committee**”) with effect from 30 September 2024 due to his decision to devote more time to his other business commitments.

Mr. Cheng has confirmed that he has no disagreement with the Company and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholder(s)**”) and/or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Mr. Cheng for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that Mr. Chan So Kuen (陳素權) (“**Mr. Chan**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee, the chairman of the Remuneration Committee, and a member of each of the Nomination Committee and the Corporate Governance Committee with effect from 30 September 2024.

The biographical information of Mr. Chan is set out below:

Mr. Chan So Kuen (陳素權先生)

Mr. Chan, aged 46, has over 20 years of experience in accounting, auditing, and financial industry. From June 2001 to October 2003 and from January 2004 to July 2009, he last served as a semi-senior audit clerk in Ho and Ho & Company (何錫麟會計師行) and a manager in KPMG. From November 2009 to October 2012, he was the chief financial officer and company secretary of China Great Wall Electric Holdings Limited (中國長城電氣控股有限公司). From February 2014 to December 2022, Mr. Chan has been the chief financial officer of Huazhang Technology Holding Limited (“**Huazhang Technology**”) (Stock Code: 1673), a company listed on the Main Board of the Stock Exchange. He was also the company secretary of Huazhang Technology from February 2014 to November 2021. Since July 2024, he is a company secretary of Ruifeng Power Group Company Limited (Stock Code: 2025), a company listed on the Main Board of the Stock Exchange.

From January 2015 to January 2024, Mr. Chan was an independent non-executive director of Yangzhou Guangling District Taihe Rural Micro-finance Company Limited (Stock Code: 1915), a joint stock limited liability company established in the PRC whose H shares are currently listed on the Main Board of the Stock Exchange. Since October 2014, Mr. Chan has been an independent non-executive director of Link Holdings Limited (Stock Code: 8237), a limited liability company established in the Cayman Islands whose shares are currently listed on the GEM of the Stock Exchange. Since January 2023, he has also been an independent non-executive director of Beijing SinoHytec Co., Ltd (Stock Code: 2402), a joint stock limited liability company established in the PRC whose H shares are listed on the Main Board of the Stock Exchange.

Mr. Chan obtained his Bachelor of Arts degree in accounting from the Hong Kong Polytechnic University in November 2001. He is a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Chan has confirmed that (i) he met the independence criteria as set out in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”); (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Mr. Chan will enter into a service contract with the Company for a term of three years from 30 September 2024. His service contract may be terminated in accordance with the provisions therein by either party giving to the other party not less than three months' written notice. Mr. Chan will hold office until the first annual general meeting to be convened by the Company and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with its articles of association. Mr. Chan is entitled to receive a remuneration of HK\$288,000 per annum, share options and discretionary bonus as the Board shall determine. His emoluments is determined by the Board based on the recommendation of the Remuneration Committee after taking into account, among others, his qualifications, experience, responsibilities undertaken, contribution to the Company and the prevailing market level of remuneration for similar position.

Save as disclosed above, as at the date of this announcement, Mr. Chan did not hold any position with the Company or any of its subsidiaries, nor any directorships in listed public companies in the last 3 years. Mr. Chan is not related to any Director, senior management or substantial or controlling Shareholder (as defined in Listing Rules) of the Company.

As at the date of this announcement, Mr. Chan does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Chan has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or matter needed to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to take this opportunity to welcome Mr. Chan to join the Board as an independent non-executive Director.

By order of the Board
Top Spring International Holdings Limited
WONG Tak Chun
Company Secretary

Hong Kong, 30 September 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 Professor WU Si Zong, Mr. CHAN Yee Herman and Mr. Chan So Kuen.