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TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 333)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 22 MAY 2014

Reference is made to the circular of Top Form International Limited (the “Company”) dated 2 May 2014 (the “Circular”) in respect of the renewal of continuing connected transactions and Share Consolidation. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF SGM

The Board is pleased to announce that all the ordinary resolutions as set out in the notice of SGM dated 2 May 2014 were duly passed by way of poll at the SGM held on 22 May 2014. The Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

The voting results of the SGM are set out as follows:

Ordinary Resolutions	Number of votes (%)	
	For	Against
1. To approve the 3 rd Renewal Agreement as defined and described in the circular dated 2 May 2014 (“the Circular”) and to approve the proposed annual caps in relation to the sales to Van de Velde N.V. as described in the 3 rd Renewal Agreement and the Circular for each of the three financial years ending 30 June 2017.	229,836,899 (99.87%)	310,000 (0.13%)

**For identification purpose only*

2. To approve the share consolidation of every five (5) issued and unissued shares of HK\$0.10 each in the share capital of the Company into one (1) share of HK\$0.50 each and such related matters, further details of which are set out in the notice of special general meeting of the Company dated 2 May 2014.	403,576,443 (99.92%)	310,000 (0.08%)
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Please refer to the notice of SGM dated 2 May 2014 for the full texts of the above ordinary resolutions.

As at the date of the SGM, the total number of Shares in issue was 1,075,188,125. Each of Mr. Lucas Laureys, Mr. Herman Van de Velde, VDV and their respective associates (who were deemed to be interested in 275,923,544 Shares as at the date of SGM) were required and have abstained from voting on the resolution no. 1 as set out in the notice of the SGM (“Resolution 1”) and accordingly, the total number of Shares held by the Independent Shareholders who were entitled to attend and vote for or against the Resolution 1 were 799,264,581. No shareholder was required to abstain from voting on the resolution no. 2 as set out in the notice of SGM (“Resolution 2”) and accordingly, the total number of Shares held by the Shareholders who were entitled to attend and vote for or against the Resolution 2 were 1,075,188,125. There was no Share entitling the Shareholder to attend and abstain from voting in favour of the ordinary resolutions proposed at the SGM in accordance with Rule 13.40 of the Listing Rules and no Shareholder has indicated in the Circular to vote against any of the resolutions at the SGM.

As more than 50% of the votes were cast in favour of each of the Resolution 1 and Resolution 2, Resolution 1 and Resolution 2 were duly passed as ordinary resolutions of the Company.

SHARE CONSOLIDATION

Following the passing of the Resolution 2 approving the Share Consolidation at the SGM and the granting of approval for the listing of, and the permission to deal in, the Consolidated Shares from the Listing Division of the Stock Exchange, all the conditions of the Share Consolidation have been fulfilled, the Share Consolidation will become effective on 23 May 2014. Please refer to the Circular for details of the trading arrangements and free exchange of New Share Certificates in relation to the Share Consolidation.

On behalf of the Board
Top Form International Limited
Fung Wai Yiu
Chairman

Hong Kong, 22 May 2014

As at the date of this announcement, the board comprises Mr. Fung Wai Yiu, Mr. Wong Chung Chong, Eddie, Mr. Wong Kai Chi, Kenneth and Mr. Wong Kai Chung, Kevin as executive directors; Mr. Lucas A.M. Laureys and Mr. Herman Van de Velde as non-executive directors; and Mr. Marvin Bienenfeld, Mr. Chow Yu Chun, Alexander, Ms. Leung Churk Yin, Jeanny, Mr. Leung Ying Wah, Lambert and Mr. Lin Sun Mo, Willy as independent non-executive directors.