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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)

DESPATCH OF CIRCULAR IN RELATION TO

- (1) PROPOSED RIGHTS ISSUE ON THE BASIS OF TWO RIGHTS SHARES FOR EVERY FIVE EXISTING SHARES HELD ON THE RECORD DATE;**
- (2) CONNECTED TRANSACTION IN RELATION TO THE UNDERWRITING AGREEMENT;**
- (3) APPLICATION FOR WHITEWASH WAIVER;**
- (4) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;**
- AND**
- (5) NOTICE OF SPECIAL GENERAL MEETING**

References are made to (i) the announcement of Top Form International Limited (the “**Company**”) dated 4 November 2020 in relation to, among others, the Rights Issue, the Underwriting Agreement and the application for Whitewash Waiver (the “**Announcement**”); and (ii) the announcements of the Company dated 25 November 2020 and 2 December 2020 in relation to the delay in despatch of the Circular. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

DESPATCH OF CIRCULAR

The Board is pleased to announce that the Circular containing, among others, (i) further details of the Rights Issue, the Underwriting Agreement, the Whitewash Waiver and the Increase in Authorised Share Capital; (ii) a letter of recommendations from the Listing Rules IBC; (iii) a letter of recommendations from the Takeovers Code IBC; (iv) a letter

* *For identification purpose only*

of advice from the Independent Financial Adviser to the Listing Rules IBC and the Takeovers Code IBC in respect of the Rights Issue, the Underwriting Agreement and the Whitewash Waiver; (v) other information required under the Listing Rules and the Takeovers Code; and (vi) a notice of the SGM, together with a form of proxy for use at the SGM, was despatched to the Shareholders on 9 December 2020.

The SGM will be held at 10:00 a.m. on Tuesday, 12 January 2021 at 7/F, Port 33, 33 Tseuk Luk Street, San Po Kong, Kowloon, Hong Kong.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the sub-section headed “Termination of the Underwriting Agreement” under the section headed “THE UNDERWRITING AGREEMENT” in the “Letter from the Board” of the Circular). Accordingly, the Rights Issue may or may not proceed.

Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriters’ right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

By order of the Board
Top Form International Limited
Wong Chung Chong
Chairman

Hong Kong, 9 December 2020

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

The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.