

**TOP FORM INTERNATIONAL LIMITED**  
**(the “Company”)**

**SHAREHOLDERS’ RIGHTS**

---

The following procedures are provided as reference for shareholders, subject to applicable legislation and regulation.

**Procedures for shareholders to convene a special general meeting (“SGM”)**

- Shareholders holding not less than one-tenth of the paid-up capital of the Company can deposit a written request to the Board at both the following addresses, for the attention of the Company Secretary, to convene a SGM.

Principal Office - Unit 1501, 15/F., Tower A, Manulife Financial Centre, No. 223-231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong

Registered Office - Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda

- The written request by shareholders must state the purposes of the meeting, signed by the shareholders concerned and may consist of several documents in like form, each signed by one or more of those shareholders.
- The request will be verified with the Company's Branch Share Registrar and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board of Directors to convene an SGM by serving sufficient notice in accordance with the statutory requirements to all the registered shareholders. On the contrary, if the request has been verified as not in order, the shareholders concerned will be advised of this outcome and accordingly, an SGM will not be convened as requested.
- The notice period to be given to all the registered shareholders for consideration of the proposal raised by the shareholders concerned at an SGM varies according to the nature of the proposal, as follows :
  - 14 days' notice in writing if the proposal constitutes an ordinary resolution of the Company;
  - 21 days' notice in writing if the proposal constitutes a special resolution of the Company;
  - and
  - at least 7 days' notice commencing no earlier than the day after the despatch of the notice of the meeting and ending no later than 7 days prior to the date of the SGM if the proposal relates to the election of a person other than a Director of the Company as a Director.

**Procedures for shareholders to put forward proposals at general meetings**

- Shareholders holding not less than one-twentieth of the total voting rights of all shareholders having the right to vote at the general meeting; or not less than 100 shareholders holding shares in the Company, can submit a written request to move a resolution at the meeting.
- The written request must state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution, signed by all the shareholders concerned and may consist of several documents in like form (which between them contain the signatures of all the shareholders concerned).

- The written request must be deposited at the addresses of both the principal office in Hong Kong and registered office in Bermuda (as mentioned above), for the attention of the Company Secretary, not less than 6 weeks before the meeting in the case of a requisition requiring notice of a resolution and not less than 1 week in the case of any other requisition.
- The request will be verified with the Company's Branch Share Registrar and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board of Directors to include the resolution in the agenda for the meeting provided that the Shareholders concerned have deposited a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement submitted by the shareholders concerned in accordance with the statutory requirements to all the registered shareholders. On the contrary, if the request has been verified as not in order or the shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the shareholders concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the general meeting.

### **Procedures for shareholders to propose a person for election as director**

If a shareholder wishes to propose a person other than a Director of the Company for election as a Director at the general meeting, he/she can deposit a written notice to that effect at both the principal office in Hong Kong and registered office in Bermuda of the Company (as mentioned above) for the attention of the Company Secretary. In order for the Company to inform shareholders of that proposal, the written notice must state the full name of the person proposed for election as a Director, include the person's biographical details as required by Rule 13.51(2) of the Listing Rules, and be signed by the shareholder concerned and that person indicating his/her willingness to be elected. The period for lodgment (at least 7 days) of such a written notice will commence no earlier than the day after the despatch of the notice convening the meeting and end no later than 7 days prior to the date of the meeting. If the written notice is received from the shareholder concerned less than 15 days prior to the date of general meeting, the Company will need to consider the adjournment of the general meeting in order to allow shareholders 14 days' notice of the proposal.

### **Sending enquiries to the Board**

Shareholders may send their enquiries and concerns to the Board by addressing them to the Company Secretary (please see below for contact details). The Company Secretary will then forward the enquiries and concerns to the Chairman of the Board and, if the enquiries are relating to matters within a Board committee's area of responsibility, to the chairman of the appropriate committee.

The Company Secretary  
Top Form International Limited  
Unit 1501, 15/F., Tower A, Manulife Financial Centre, No. 223-231 Wai Yip Street,  
Kwun Tong, Kowloon, Hong Kong  
Email: cosec@topformbras.com  
Tel. No.: +852 2393 0171  
Fax No.: +852 2375 7901

**March 2012**