



# TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 333)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Top Form International Limited (the “Company”) will be held at Taishan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 26th October, 2007 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the Reports of the Directors and Auditors for the year ended 30th June, 2007.
2. To declare a final dividend for the year ended 30th June, 2007.
3. To re-elect Directors and authorise the Board to fix the Directors’ remuneration.
4. To re-appoint Auditors and authorise the Board to fix their remuneration.
5. As special business to consider, and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

**“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

\* for identification purpose only

- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to the shares of the Company issued as a result of (i) a Rights Issue (as hereinafter defined); (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. As special business to consider, and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

**“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares subject to and in accordance with all applicable laws and the requirements of the Rules (“Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the shares of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; and

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in a general meeting.”

7. As special business to consider, and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

“**THAT** conditional upon the passing of Ordinary Resolutions 5 and 6 above, the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted to the Directors pursuant to Ordinary Resolution 6 above shall be added to the aggregate nominal amount of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Ordinary Resolution 5 above, provided that such amount of shares repurchased by the Company shall not exceed 10 per cent. of the aggregate nominal amount of the shares of the Company in issue as at the date of this Resolution.”

8. As special business, to consider and if thought fit, pass with or without amendments the following resolution as Special Resolution:

“**THAT** the Bye-laws of the Company be amended in the following manner:

(A) By adding the following definition immediately after the definition of “Company” in Bye-law 1:–

““Companies Ordinance”      the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as from time to time supplemented, amended or substituted.”

(B) By adding the following definition immediately after the definition of “competent regulatory authority” in Bye-law 1:–

““Corporate Communication”      any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to:–

(a) the directors’ report, its annual accounts together with a copy of the auditors’ report and, where applicable, its summary financial report;

- (b) the interim report and, where applicable, its summary interim report;
- (c) a notice of meeting;
- (d) a listing document;
- (e) a circular; and
- (f) a proxy form”

(C) By adding the following definition immediately after the definition of “dollars” and “\$” in Bye-law 1:–

““Electronic Means”            the transmission of any Notice or document (including any Corporate Communication) from the Company to Members in any form through any electronic medium (including but not limited to electronic mail or publication on the Company’s website and the Designated Stock Exchange’s website).”

(D) By adding the following definition immediately after the definition of “Statutes” in Bye-law 1:–

““Summary Financial Report”            the summary financial report as defined in section 2(1) of the Companies Ordinance and in the Listing Rules.”

(E) Bye-law 87(2) be amended by adding the words “except the Chairman and the Group Managing Director” immediately prior to the words “for the time being” in the second line and by adding the words “but excluding the Chairman and the Group Managing Director” immediately after the words “specific term” in the fifth line.

(F) Bye-law 89 be amended by deleting the word “Registration” in the seventh line.

(G) Bye-law 91 be amended by:–

- (i) inserting the words “Chairman, Group Managing Director,” immediately prior to the words “Managing Director” in the second line; and
- (ii) inserting the following sentence immediately prior to the words “A Director” in the eleventh line:–

“Any Director appointed to hold office as the Chairman or the Group Managing Director of the Company under this Bye-law 91 shall not be subject to retirement by rotation or taken into account in determining the number of Directors to retire under Bye-law 87.”

(H) Bye-law 153 be amended by deleting Bye-law 153 in its entirety and substituting therefor the following new Bye-law 153(1):–

“Subject to Section 88 of the Act, the rules of the Designated Stock Exchange and Bye-law 153(2) below, the Company shall send or make available to each Member entitled thereto a Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, whether in printed form or in electronic format only as such Members shall have notified the Company previously in writing, and whether in both the English language and the Chinese language or in the English language only or in the Chinese language only as such Members shall have notified the Company previously in writing, not less than twenty-one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act, provided that this Bye-law shall not require a copy of those documents to be sent to any Member whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.”

- (I) Bye-law 153(A) be amended by deleting Bye-law 153(A) in its entirety and substituting therefor the following new Bye-law 153(2):–

“To the extent permitted by and subject to due compliance with the rules of the Designated Stock Exchange and all applicable Statutes, rules and regulations, and to obtaining all necessary consents from Members, the requirements of Bye-law 153(1) above shall be deemed satisfied by sending to the Members in any manner not prohibited by the Statutes a Summary Financial Report and the directors’ report which shall be in the form and containing the information required by the rules of the Designated Stock Exchange and any applicable laws and regulations, whether in printed form or in electronic format, and whether in both the English language and the Chinese language or in the English language only or in the Chinese language only as such Members shall have notified the Company previously in writing, provided that any Member who is otherwise entitled to the financial documents referred to in Bye-law 153(1) above may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to the Summary Financial Report, a complete copy of such financial documents in printed copy or in electronic format.”

- (J) Bye-law 153(B) be amended by deleting Bye-law 153(B) in its entirety and substituting therefor the following new Bye-law 153(3):–

“To the extent permitted by and subject to due compliance with the rules of the Designated Stock Exchange and any applicable Statutes, rules and regulations, where any Member entitled to the financial documents referred to in Bye-law 153(1) above has, or has consented to receiving the Summary Financial Report referred to in Bye-law 153(2) above has, consented or is deemed to have consented to treat the publication of such financial documents or such Summary Financial Report by Electronic Means not less than twenty-one (21) days before the date of the general meeting as discharging the Company’s obligation under the rules of the Designated Stock Exchange and any applicable Statutes, rules and regulations to send him a copy of such documents, provided that any person who is entitled to such financial documents or such Summary Financial Report may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him a complete copy of such financial documents or such Summary Financial Report in printed copy or in electronic format.”

- (K) Bye-law 160 be amended by deleting Bye-law 160 in its entirety and substituting therefor the following new Bye-law 160:–

“Any Notice or document (including any Corporate Communication) to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication, whether in both English language and the Chinese language or in the English language only or in the Chinese language only as such Member shall have notified the Company previously in writing, may be served or delivered by the Company by any of the following means subject to and to such extent permitted by and in accordance with the rules of the Designated Stock Exchange and any applicable Statutes, rules and regulations:–

- (a) personally;
- (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company;
- (c) by advertisement in newspapers in accordance with the requirements of the Designated Stock Exchange and any applicable Statutes, rules and regulations;
- (d) by transmission to any telex or facsimile number or sending it through Electronic Means, provided that the Company has obtained the Member’s prior express, positive confirmation in writing to receive or otherwise have made available to him Notices or other document (including any Corporate Communication) to be given or issued to him by such telex or facsimile transmission or Electronic Means; and
- (e) by publishing it on the Company’s website and the Designated Stock Exchange’s website or other Electronic Means as permitted by the rules of the Designated Stock Exchange and any applicable Statutes, rules and regulations.

In the case of joint holders of a share, all Notices or document (including any Corporate Communication) shall be given to that one of the joint holders whose name stands first in the Register and such documents so given shall be deemed a sufficient service on or delivery to all the joint holders.”



- (L) Bye-law 161 be amended by deleting Bye-law 161 in its entirety and substituting therefor the following new Bye-law 161:–

“Any Notice or document (including any Corporate Communication) given or issued by or on behalf of the Company:–

- (a) if served or delivered by post, shall, where appropriate, be sent by local mail or airmail and be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the Notice or document (including any Corporate Communication) was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if served by advertisement, shall be deemed to have been served on the date of the official publication of the newspapers in which the advertisement is published;
- (c) if sent by telex or facsimile transmission or Electronic Means, shall be deemed to have been served at the time when the Notice or document (including any Corporate Communication) is transmitted where no notification has been received by the Company that such telex or facsimile transmission or electronic communication has not reached its recipient, except that any failure in transmission beyond the Company’s control shall not invalidate the effectiveness of the Notice or document (including any Corporate Communication) being served;
- (d) if published on the Company’s website and the Designated Stock Exchange’s website, shall be deemed to have been served on the day on which the Notice or document (including any Corporate Communication) is so published; and

(e) If served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof.”

(M) Bye-law 162 be amended by deleting the words “delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws” in the first three lines and substituting therefor the words “(including any Corporate Communication) delivered or sent to any Member in such manner as provided in Bye-laws 160 and 161.”

9. As special business, to consider and if thought fit, pass the following resolution as a Special Resolution:

“**THAT** “黛麗斯國際有限公司” be adopted as the Chinese name of the Company.”

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

Hong Kong, 28th September, 2007

*Notes:*

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if he is the holder of two or more shares) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 23rd October, 2007 to Friday, 26th October, 2007, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend and to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 22nd October, 2007.
4. At the date of this Notice, the Board of Directors of the Company comprises Mr. Fung Wai Yiu (Chairman), Mr. Wong Chung Chong, Eddie (Group Managing Director) and Mr. Leung Tat Yan as Executive Directors, Mr. Lucas A.M. Laureys, Ms. Leung Churk Yin, Jeanny and Mr. Herman Van de Velde as Non-executive Directors and Mr. Marvin Bienenfeld, Mr. Chow Yu Chun, Alexander, Mr. Leung Ying Wah, Lambert and Mr. Lin Sun Mo, Willy as Independent Non-executive Directors.