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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders of Top Form International Limited (the “Company”) will be held at Room 1501, 15/F., Tower A, Manulife Financial Centre, No. 223–231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 22 May 2014 at 9:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions:

1. **“THAT:**

- (a) the 3rd Renewal Agreement, as defined and described in the circular of the Company dated 2 May 2014 (the “Circular”), a copy of this agreement is tabled before the meeting and initialled by the chairman of the meeting for identification purpose, and the terms of the transactions contemplated under the 3rd Renewal Agreement and the implementation thereof be and are hereby accepted and approved;
- (b) the proposed annual caps in relation to the sales to Van de Velde N.V. as described in the 3rd Renewal Agreement and the Circular for each of the three financial years ending 30 June 2017 be and are hereby approved.”

2. **“THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective, with effect from the first business day immediately following the date on which this resolution is passed:

- (a) every five (5) issued and unissued shares of HK\$0.10 each in the capital of the Company be consolidated into one (1) share of HK\$0.50 each (the “Consolidated Share(s)”) in the share capital of the Company (the “Share Consolidation”);

* *For identification purpose only*

- (b) all of the Consolidated Shares shall rank pari passu in all respects with each other in the same class and have the rights and privileges and be subject to the restrictions contained in the bye-laws of the Company (the “Bye-laws”);
- (c) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefits of the Company in such manner and on such terms as the directors (“Directors”) of the Company may think fit; and
- (d) the Directors be and are hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under the seal of the Company (where applicable), on behalf of the Company, as they may, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

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

Hong Kong, 2 May 2014

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him in accordance with the Company’s Bye-laws. A proxy need not be a member of the Company but must be present in person to represent the member.
2. To be valid, a form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

As at the date of this announcement, the board of directors of the Company 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, 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.