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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 Unit 1501, 15/F., Tower A, Manulife Financial Centre, No. 223–231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 25 May 2017 at 1:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution:

“**THAT:**

- (a) the 4th Renewal Agreement, as defined and described in the circular of the Company dated 4 May 2017 (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 4th 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 4th Renewal Agreement and the Circular for each of the three financial years ending 30 June 2020 be and are hereby approved.”

On behalf of the Board  
**Top Form International Limited**  
**Wong Chung Chong**  
*Chairman*

Hong Kong, 4 May 2017

\* *For identification purpose only*

*Notes:*

1. In order to determine the qualification of Shareholders who are entitled to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 22 May 2017, to Thursday, 25 May 2017 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 25 May 2017 will be entitled to attend and vote at the SGM. In order to attend the SGM, any Shareholder whose transfer has not been registered shall lodge the transfer documents together with the relevant share certificates with Tricor Secretaries Limited, the Company's Hong Kong branch share registrar, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on Friday, 19 May 2017.
2. 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.
3. 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 notarially certified copy of such power of attorney or authority must be lodged with Tricor Secretaries Limited, the Company's Hong Kong branch share registrar, 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).
4. 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.
5. 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.
6. The Directors as at the date of this notice are Mr. Wong Chung Chong, Mr. Wong Kai Chi, Kenneth and Mr. Wong Kai Chung, Kevin as executive Directors, Mr. Fung Wai Yiu, 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.