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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 (“**SGM**”) of Top Form International Limited (the “**Company**”) will be held at 7/F, Port 33, 33 Tseuk Luk Street, San Po Kong, Kowloon, Hong Kong on Tuesday, 12 January 2021 at 10:00 a.m., Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company (unless otherwise indicated, capitalised terms used in this notice have the same meanings as those defined in the circular of the Company dated 9 December 2020 (the “**Circular**”)):

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

subject to and conditional upon fulfillment of the conditions of the Underwriting Agreement, including the passing of resolutions numbered 2 and 4 below, and the Underwriting Agreement not being terminated in accordance with its terms:

- (a) the issue by way of rights of 86,015,050 new shares of the Company (“**Rights Shares**”) by way of Rights Issue (the “**Rights Issue**”) at HK\$0.50 per Rights Share on the basis of two (2) Rights Shares for every five (5) Shares held by the shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company as at the close of business on Friday, 22 January 2021 (the “**Record Date**”) other than those shareholders (the “**Non-Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company as at the close of business on the Record Date and whose addresses as shown on the register of members of the Company are outside Hong Kong, whom the Directors, based

\* *for identification purpose only*

on legal advice provided by legal advisers in the relevant jurisdictions, consider it necessary or expedient to exclude from the Rights Issue, on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, and substantially on the terms and conditions set out in the circular of the Company dated 9 December 2020 (a copy of which **marked “A”** is produced to the meeting and initialed by the chairman of the meeting for the purpose of identification) and such other terms and conditions as may be determined by the Directors, **be and is hereby approved** and the Directors be and are hereby authorised to issue and allot such Rights Shares by way of rights and otherwise on the terms set out in such document, and the placing agreement dated 4 November 2020 entered into between the Company and the Placing Agent (“**Placing Agreement**”) in relation to the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares at the placing price of not less than the Subscription Price per Unsubscribed Rights Share or NQS Unsold Rights Share on a best effort basis (a copy of the Placing Agreement **marked “B”** is produced to the meeting and initialed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder, **be and are hereby approved, confirmed and ratified;**

- (b) the board of Directors (the “**Board**”) or a committee thereof **be and is hereby authorised to** allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient having regard to the legal restrictions under the laws of, or the requirements of the relevant regulatory body or stock exchange in, any territory outside Hong Kong; and
- (c) any one or more Directors **be and is/are hereby authorised to** take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Rights Issue, the Placing Agreement, and the transactions contemplated thereunder.”

2. **“THAT:**

- (a) the entering into of the underwriting agreement dated 4 November 2020 between the Company and the Underwriters in relation to the Rights Issue (the **“Underwriting Agreement”**) and the transactions contemplated thereunder (a copy of the Underwriting Agreement **marked “C”** is produced to the meeting and initialed by the chairman of the meeting for the purpose of identification) **be and is hereby approved, confirmed and ratified** in all respects and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Rights Shares, if any, by the Underwriters be and are hereby approved, confirmed and ratified; and
- (b) any one or more Directors **be and is/are hereby authorised** to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Underwriting Agreement and the transactions contemplated thereunder.”

3. **“THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$150 million divided into 300,000,000 Shares to HK\$300 million divided into 600,000,000 Shares by the creation of an additional 300,000,000 Shares, and that each such new Share, upon issue and fully paid, shall rank *pari passu* in all respects with the existing issued Shares and have the rights and privileges and be subject to the provisions contained in the memorandum of association and bye-laws of the Company (the **“Increase in Authorised Share Capital”**); and
- (b) any one or more Directors **be and is/are hereby authorised** to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Increase in Authorised Share Capital.”

## SPECIAL RESOLUTION

### 4. “THAT:

- (a) Subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the granting of a waiver pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (“**Takeovers Code**”) to the Underwriters of any obligation to make a general offer under the Takeovers Code for all the issued shares of the Company (other than those owned or agreed to be acquired by the Underwriters and parties acting in concert with the Underwriters) as a result of the taking up of the Underwritten Shares by the Underwriters pursuant to the Underwriting Agreement (the “**Whitewash Waiver**”) be and is hereby approved; and
- (b) any one or more Directors **be and is/are hereby authorised** to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Whitewash Waiver and the transactions contemplated thereunder.”

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

Hong Kong, 9 December 2020

*Registered office:*  
Clarendon House,  
2 Church Street,  
Hamilton HM 11,  
Bermuda

*Head office and principal place of business in Hong Kong:*  
7/F, Port 33,  
33 Tseuk Luk Street,  
San Po Kong,  
Kowloon,  
Hong Kong

*Notes:*

- (1) Any member entitled to attend and vote at the SGM is entitled to appoint one or if he is the holder of two or more shares, more than one proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited with the Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for holding the SGM or any adjourned meeting thereof (as the case may be).
- (4) The register of members of the Company will be closed from Thursday, 7 January 2021 to Tuesday, 12 January 2021 (both days inclusive) to determine the entitlement to attend and vote at the SGM. During such period, no transfer of shares of the Company will be registered. In order to be qualified for attend and vote at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:30 p.m. on Wednesday, 6 January 2021.
- (5) Completion and return of the form of proxy will not preclude members from attending and voting in person at the SGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (6) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the SGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

*As at the date of this notice, the Company's executive Directors are Mr. Wong Chung Chong (Chairman), Mr. Wong Kai Chung, Kevin and Mr. Wong Kai Chi, Kenneth, the non-executive Directors are Mr. Fung Wai Yiu, Mr. Lucas A.M. Laureys and Mr. Herman Van de Velde, and the independent non-executive Directors are Ms. Leung Churk Yin, Jeanny, Mr. Leung Ying Wah, Lambert and Mr. Lin Sun Mo, Willy.*

## PRECAUTIONARY MEASURES FOR THE SGM

At the time of publishing this notice the coronavirus (COVID-19) situation in Hong Kong is still developing and the situation at the time of the SGM is difficult to predict. The Company will closely monitor the development of the COVID-19 pandemic and any regulations or measures introduced or to be introduced by the Hong Kong Government in relation to COVID-19 pandemic. The Company will ensure that the SGM will be conducted in compliance with the regulations or measures of the Hong Kong Government and Shareholders will not be deprived of their right of voting on the resolutions to be proposed at the SGM. The Company reminds attendees that they should carefully consider the risks of attending the SGM, taking into account their own personal circumstances. Furthermore, the Company would like to remind shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising their voting rights and strongly recommends shareholders to appoint the chairman of the SGM as their proxy and submit their form of proxy as early as possible.

In view of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) (the “**Regulation**”), the Company will implement precautionary measures at the SGM in the interests of the health and safety of the attendees of the SGM which include without limitation:

- the Shareholders attending in person at the venue of the SGM in excess of the 20 persons limit under provision 11(b) of Schedule 1 of the Regulation will be accommodated in separate rooms or partitioned areas in the same room at the venue of the SGM, with not more than 20 persons (or such other number of persons allowed under the Regulation) (including supporting staff for the SGM) in each such room or partitioned area;
- all attendees will subject to compulsory body temperature checks before entering the SGM venue;
- all attendees will be required to wear surgical face masks throughout the SGM;
- maintaining proper distance between seats;
- any person who does not comply with the above measures may be denied entry to the meeting venue; and
- no beverage or refreshments will be served and no corporate gifts will be distributed at the SGM.

Due to the constantly evolving COVID-19 pandemic situation, the Company may implement further changes and precautionary measures in relation to the SGM arrangements at short notice. Shareholders should check the Company’s website.