

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 333)

SUPPLEMENTAL ANNOUNCEMENT

IN RELATION TO THE CIRCULAR FOR THE

(1) PROPOSED RIGHTS ISSUE ON THE BASIS OF TWO RIGHTS SHARES FOR EVERY FIVE EXISTING SHARES

HELD ON THE RECORD DATE;

(2) CONNECTED TRANSACTION IN RELATION TO THE UNDERWRITING AGREEMENT;

(3) APPLICATION FOR WHITEWASH WAIVER;

**(4) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
AND (5) NOTICE OF SPECIAL GENERAL MEETING**

References are made to (i) the announcement of Top Form International Limited (the “**Company**”) dated 4 November 2020 (the “**Announcement**”) and (ii) the circular dated 9 December 2020 (the “**Circular**”) in relation to, among others, the Rights Issue, the Underwriting Agreement and the application for Whitewash Waiver. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

* *for identification purpose only*

On 21 December 2020, the Company and the Placing Agent entered into a supplemental placing agreement (the “**Supplemental Placing Agreement**”) amending the Placing Agreement to reflect the latest commercial understandings between the parties in respect of the Placing. As a result of the Supplemental Placing Agreement, the statement below in relation to the paragraph headed “THE PLACING AGREEMENT” contained in both the Announcement and the letter from the Board of the Circular shall be amended as follows (with amendments underlined):

For the avoidance of doubt, ~~no Placee shall become a substantial Shareholder of the Company.~~ the Company will ensure that it will continue to comply with the public float requirements under Rule 8.08(1) of the Listing Rules after the Placing.

Save as stated above, all information set out in the Announcement and the Circular remains unchanged.

In respect of the Supplemental Placing Agreement as set out above, the recommendation and the opinion of the Independent Financial Adviser and the Board (including the respective members of the Listing Rules IBC and Takeovers Code IBC whose opinion is set forth in the Circular after having been advised by the Independent Financial Adviser) remain unchanged.

The Company would like to remind any Shareholder of the Company who has already lodged the proxy form which was sent together with the notice of the SGM dated 9 December 2020 (the “**Proxy Form**”) to note that:

- (a) if no subsequent Proxy Form is lodged with the Registrar, the Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder under the Proxy Form will be entitled to vote at his/her discretion or abstain on any resolution properly put to the SGM other than those referred to in the notice of SGM and the original Proxy Form;
- (b) if any subsequent Proxy Form is lodged with the Registrar at a time in any event not later than 48 hours before the time appointed for holding of the SGM or any adjournment thereof (the “**Closing Time**”), the subsequent Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Proxy Form previously lodged by the Shareholder; or

- (c) if any subsequent Proxy Form is lodged with the Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the subsequent Proxy Form will be invalid and in the latter case, the validity of the subsequent Proxy Form will be subject to the discretion of the Board. Whether or not the subsequent Proxy Form is valid, it will revoke the Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the original Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the subsequent Proxy Form carefully and lodge the subsequent Proxy Form before the Closing Time. If such Shareholders wish to vote at the SGM, they will have to attend in person and vote at the SGM themselves.

The Proxy Form is available at the Company's website at www.topformbras.com and the Stock Exchange's website at www.hkexnews.hk.

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

Hong Kong, 21 December 2020

As at the date of this announcement, the Board comprises Mr. Wong Chung Chong, Mr. Wong Kai Chung, Kevin and Mr. Wong Kai Chi, Kenneth as executive directors; Mr. Fung Wai Yiu, Mr. Lucas A.M. Laureys and Mr. Herman Van de Velde as non-executive directors; and Ms. Leung Churk Yin, Jeanny, Mr. Leung Ying Wah, Lambert and Mr. Lin Sun Mo, Willy as independent non-executive directors.

The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.