

**DATED 18 SEPTEMBER 2005**

**MASTER AGREEMENT**

**WITH REGARD TO  
THE SALES OF LADIES INTIMATE APPARELS  
BETWEEN**

**(I) TOP FORM INTERNATIONAL LIMITED AND ITS SUBSIDIARIES**

**AND**

**(II) VAN DE VELDE N.V. AND ITS SUBSIDIARIES**

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The Agreement dated 18 September 2005 is made

BETWEEN:

(1)	<b>Top Form International Limited</b> , situated at Room 1813, 18 <sup>th</sup> Floor, Tower 1, Grand Century Place, 193 Prince Edward Road West, Mongkok, Kowloon, Hong Kong; and
(2)	<b>Van De Velde N. V.</b> , situated at Lageweg 4, 9260 Wichelen, Belgium.

**1. Terms of the Agreement**

The subject of the Agreement:

To formalize the sale of ladies intimate apparel by Top Form International Limited ("TFI") and its subsidiaries (the "Group") to Van De Velde N. V ("VDV") for the coming three financial years of TFI in accordance with the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Parties to the Agreement:

(a) TFI, representing its subsidiaries as the seller; and  
(b) VDV, representing its subsidiaries as the purchaser.

Duration of the Agreement:

A period of from 18 September 2005 to 17 September 2008. Thereafter, subject to compliance with the applicable Listing Rules, this Agreement may be renewed for each and every three-year interval in the future.

R14.58(3)

Pricing policy:

The transactions contemplated under the Agreement will be charged on a cost plus margin basis and on terms no less than those charged by the Group to independent third parties. The Agreement sets out the framework of the pricing policy, the actual pricing and terms and conditions of payment shall be determined among the parties on each purchase order basis. Such sales will be satisfied in cash within a period of 30 days.

R14.58(4)

Annual caps:

The annual caps for the transactions contemplated under the Agreement for the three financial years ending 30 June 2008 will be up to HK\$70 million for the year ending 30 June 2006, HK\$85 million for the year ending 30 June 2007 and HK\$100 million for the year ending 30 June 2008 respectively (or any amount mutually accepted by the Group and the Stock Exchange from time to time)

The caps stated above represent the maximum volume of transactions in each year. There is no minimum value.

## 2. Conditions of the Agreement

Completion of the Agreement and the consequential annual caps to be determined by TFI is subject to approval by the independent shareholders of TFI (i.e. those shareholders of TFI that are not connected with VDV and its associates (defined in the Listing Rules) at a general meeting of TFI to be convened as soon as possible.

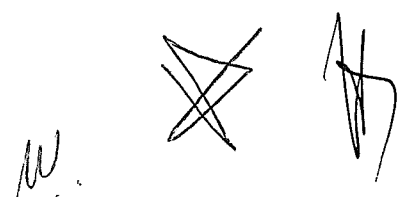
It is expected that the Agreement will become effective on or before 31 October 2005. In the event that the Agreement does not become unconditional, it will cease to be of any effect.

## 3. COUNTERPARTS

This Agreement may be executed by the parties hereto in any number of counterparts and on separate counterparts, each of which so executed shall be deemed an original but all of which shall constitute one and the same agreement and is binding on all parties.

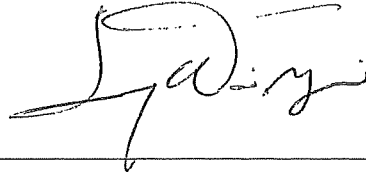
## 4. GOVERNING LAW

This Agreement shall be governed by and construed in accordance with the laws of the Hong Kong Special Administrative Region of the People's Republic of China ("Hong Kong") and the parties hereby agree to submit to the non-exclusive jurisdiction of the courts of Hong Kong in this connection.



Signed by:

For and on behalf of  
Top Form International Limited

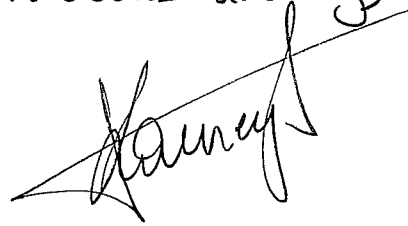


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Signed by:

For and on behalf of  
Van De Velde N. V.

~~Lucas Lawzeys Mr, permanently represen~~  
~~by Mr Lucas Lawzeys~~



Herman van de Velde Mr, permanently  
represented by Mr Herman van de  
Velde

