
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Top Form International Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE
SHARES AND TO ISSUE SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Top Form International Limited to be held at 7/F, Port 33, 33 Tseuk Luk Street, San Po Kong, Kowloon, Hong Kong on Wednesday, 3 December 2025 at 2:00 p.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.topform.group>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

* for identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 7/F, Port 33, 33 Tseuk Luk Street, San Po Kong, Kowloon, Hong Kong on Wednesday, 3 December 2025 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company currently in force
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Top Form International Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular
“Latest Practicable Date”	20 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.50 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“VdV”	Van de Velde N.V., the shares of which are listed on the NYSE Euronext Brussels stock exchange, is a substantial shareholder of the Company
“%”	per cent.

LETTER FROM THE BOARD



TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 333)

Executive Directors:

Mr. Wong Chung Chong (*Chairman*)
Mr. Wong Kai Chung, Kevin (*Chief Executive Officer*)
Mr. Wong Kai Chi, Kenneth (*Managing Director*)

Non-executive Directors:

Mr. Herman Van de Velde
Ms. Lien Van de Velde

Independent Non-executive Directors:

Ms. Leung Churk Yin, Jeanny
Mr. Leung Ying Wah, Lambert
Mr. Wang Man Hon, Sidney
Mr. Tai Lun, Paul

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal Place of Business in
Hong Kong:*

7/F, Port 33,
33 Tseuk Luk Street,
San Po Kong,
Kowloon,
Hong Kong

28 October 2025

To the Shareholders of the Company

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE
SHARES AND TO ISSUE SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Wednesday, 3 December 2025.

* for identification purposes only

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 87(2) of the Bye-laws, Mr. Wong Kai Chi, Kenneth, Ms. Lien Van de Velde and Mr. Leung Ying Wah, Lambert will retire by rotation at the Annual General Meeting. Except Mr. Leung Ying Wah, Lambert who does not offer himself for re-election, other retiring Directors, Mr. Wong Kai Chi, Kenneth and Ms. Lien Van de Velde, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Company has a nomination policy in place which set out the criteria and procedures when considering the candidates to be appointed or re-appointed as directors of the Company. The nomination committee of the Company has considered a number of aspects, including but not limited to skills, knowledge, experience, qualifications, gender, age, cultural and educational background of each of the retiring Directors when making the recommendation to the Board for the re-election of the retiring Directors at the Annual General Meeting.

The nomination committee was of the view that the retiring Directors met the criteria set out in the nomination policy and has recommended to the Board on the re-appointment of the retiring Directors, Mr. Wong Kai Chi, Kenneth and Ms. Lien Van de Velde. The Board believes that the re-election of the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity and is in the best interests of the Company and Shareholders as a whole.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 25 September 2025 in relation to, among others, the proposed appointment of Mr. Frederic Robert Francis Lemoine (“**Mr. Lemoine**”) as an independent non-executive Director at the Annual General Meeting to fill up the vacancy opened from the retirement of Mr. Leung Ying Wah. The proposed appointment of Mr. Lemoine is subject to the approval by the Shareholders at the Annual General Meeting by way of ordinary resolution and will take effect, if approved, from the conclusion of the Annual General Meeting. Following to the approval of Mr. Lemoine’s appointment by the Shareholders at the Annual General Meeting, Mr. Lemoine will take the positions as a member of each of the audit committee, compensation committee and the nomination committee of the Company.

The Company has a nomination policy in place which set out the criteria and procedures when considering the candidates to be appointed or re-appointed as directors of the Company. The nomination committee of the Company has reviewed the skills, knowledge, experience and qualifications of Mr. Lemoine when making the recommendation to the Board for the proposed appointment of Mr. Lemoine at the Annual General Meeting. In addition, the nomination committee has also taken into account the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional and business experiences, skills, knowledge and length of service) set out in the board diversity policy of the Company. The nomination committee was of the view that Mr. Lemoine met the criteria set out in the nomination policy and has recommended to the Board on the proposed appointment of Mr. Lemoine as an independent non-executive Director at the Annual General Meeting.

LETTER FROM THE BOARD

Mr. Lemoine has confirmed that (a) he has met the independence criteria set out in Rule 3.13(1) to (8) of Listing Rules; (b) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as such term is defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect his independence at the time of his proposed appointment. Accordingly, the Board considers Mr. Lemoine to be independent.

The Board believes that the proposed appointment of Mr. Lemoine will bring additional experience, knowledge and new insights to the Board and promote the diversity of the Board in terms of professional experience, skills, knowledge and experience.

Details of Mr. Lemoine proposed to be appointed at the Annual General Meeting are set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 28 November 2024, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular (i.e. a total of 30,105,267 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix III to this circular.

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 28 November 2024, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular (i.e. a total of 30,105,267 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular.

Pursuant to the Listing Rules and the Bye-laws, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.topform.group>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch Share Registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, proposed appointment of independent non-executive Director, proposed granting of the Share Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the ordinary resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Top Form International Limited
Wong Chung Chong
Chairman

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTOR

Mr. Wong Kai Chi, Kenneth (“**Mr. Kenneth Wong**”), aged 51, has been with the Group since 1997 and currently holds directorships at Top Form Brassiere Mfg. Co., Limited, and various subsidiaries of the Company. Mr. Kenneth Wong is currently the Executive Director and Managing Director of the Company. In his role, Mr. Kenneth Wong is responsible for the Group’s business development and marketing functions. He has served as a member of the Company’s nomination committee since 19 February 2016. Mr. Kenneth Wong has made significant contributions to the industry, serving as the Honorary Chairman of the Hong Kong Intimate Apparel Industries’ Association since 1 December 2016. In July 2023, he was appointed Chairman of the Multi-Textiles and Fashion Accessories Council for the Federation of Hong Kong Industries. He holds a Bachelor’s degree in Marketing and Operations Management from Boston University in the United States and a Master’s degree in International Business from the Asian Institute of Technology in Thailand. In recognition of his achievements, Mr. Kenneth Wong was awarded the Young Industrialist Awards of Hong Kong in 2015 by the Federation of Hong Kong Industries.

Save as disclosed above, Mr. Kenneth Wong did not hold any directorship in other public listed companies in the last three years or other major appointments.

Mr. Kenneth Wong has not entered into a service contract with the Company and he has not been appointed for a specific term of service, but he is subject to retirement by rotation and re-election at the annual general meetings in accordance with the Bye-laws of the Company. The total amount of director’s emolument, including salaries and other benefits received by Mr. Kenneth Wong for the year ended 30 June 2025 was approximately HK\$3,123,000. The remuneration package of Mr. Kenneth Wong was determined by reference to his duties and responsibilities in the Group, the Group’s performance and overall remuneration policy.

As at the Latest Practicable Date, Mr. Kenneth Wong is interested in 89,203,680 Shares and interested in 300,000 share options entitling him to subscribe for 300,000 Shares, representing an aggregate of 29.73% of the issued share capital of the Company. The 89,203,680 Shares were deemed to be interested by Mr. Kenneth Wong who was a party to certain agreements to which sections 317(1)(a) and/or (b) of the SFO (Cap. 571) apply. Save as disclosed herein, Mr. Kenneth Wong does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Kenneth Wong is the son of Mr. Wong Chung Chong, the Chairman, executive Director and substantial shareholder of the Company and the elder brother of Mr. Wong Kai Chung, Kevin, the Chief Executive Officer, executive Director and substantial shareholder of the Company. Save as disclosed herein, Mr. Kenneth Wong is not connected with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Kenneth Wong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Kenneth Wong that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Ms. Lien Van de Velde (“**Ms. Van de Velde**”), aged 43, has been a non-executive Director of the Company since November 2022. She is the Department Head of the Innovation team under Design department of VdV. She leads a team of technical experts in the field of product and process innovation, 3D modeling and sustainability, and is responsible for creating the innovation strategy road map, taking into account market and consumer trends, emerging technologies and the overall innovation strategic plan of VdV. Ms. Van de Velde has over 17 years of experience in technical design development and innovation and brand management of lingerie. Ms. Van de Velde holds a Master Degree in Cultural and Creative Management from the University of Antwerp and a Master Degree of Arts in Linguistics and Literature (classics) from the University of Ghent.

Save as disclosed above, Ms. Van de Velde did not hold any directorship in other public listed companies in the last three years or other major appointments and professional qualifications nor hold any other position with the Company or any member of the Group.

Ms. Van de Velde has not entered into a service contract with the Company and she has not been appointed for a specific term of service, but she is subject to retirement by rotation and re-election at the annual general meetings in accordance with the Bye-laws of the Company. Ms. Van de Velde is entitled to a director’s fee of HK\$200,000 per annum, which is determined by the Board based on the recommendation of the compensation committee of the Company with reference to her duties and responsibilities, individual performance, the financial results of the Group, and the prevailing market benchmark.

As at the Latest Practicable Date, Ms. Van de Velde does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Van de Velde is the daughter of Mr. Herman Van de Velde, a non-executive Director and a substantial shareholder of the Company. Mr. Herman Van de Velde is the non-executive director of VdV. Save as disclosed above, Ms. Van de Velde is not connected with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information which is discloseable nor is/was Ms. Van de Velde involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Van de Velde that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF INDEPENDENT NON-EXECUTIVE DIRECTOR PROPOSED TO BE APPOINTED AT THE ANNUAL GENERAL MEETING

The following are details of the independent non-executive Director proposed to be appointed at the Annual General Meeting.

Mr. Frederic Robert Francis Lemoine (“**Mr. Lemoine**”), aged 48, is the Chief Supply Chain Officer of Country Road Group, a leading Australian apparel retailer, overseeing all sourcing, production planning and downstream distribution operations. Prior to this, he was the Vice President of Supply Chain Strategy at Gap Inc. and was responsible for modernizing and building new supply chain capabilities. Mr. Lemoine has extensive experience and expertise in strategic sourcing, supply chain transformation, inventory optimization and retail operations improvement across Asia Pacific. He was previously engaged with the Company on a project focusing supply chain planning activities from May 2016 to September 2016. Mr. Lemoine holds a Master of Business Administration degree in Finance from Imperial Business School College London in the United Kingdom and the Micro-master degree in Supply Chain Management from Massachusetts Institute of Technology in the United States of America. He also obtained a Master of Science degree in Marketing from Leicester University and the Bachelor’s degree (Hons) in International Business from University of Central Lancashire.

Save as disclosed above, Mr. Lemoine did not hold any directorship in other public listed companies in the last three years or other major appointments and professional qualifications nor hold any other position with the Company or any member of the Group.

Mr. Lemoine will enter into an appointment letter with the Company and will not be appointed for a specific term of service, but he will be subject to retirement by rotation and re-election at the annual general meetings in accordance with the Bye-laws of the Company. Mr. Lemoine will be entitled to a director’s fee of HK\$200,000 per annum, which is determined by the Board based on the recommendation of the compensation committee of the Company with reference to his skill, knowledge and experience, duties and responsibilities with the Company and the prevailing market benchmark.

Mr. Lemoine has confirmed that (a) he has met the independence criteria set out in Rule 3.13(1) to (8) of Listing Rules; (b) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as such term is defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect his independence at the time of his proposed appointment.

As at the Latest Practicable Date, Mr. Lemoine does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Lemoine is not connected with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Lemoine involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lemoine that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 301,052,675 Shares and the Company does not have any treasury Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 301,052,675 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 30,105,267 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders. Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and the Bye-laws and the applicable laws of Bermuda. It is intended to finance the repurchases from the Company's available cash flow or working capital facilities. The Company is empowered under the Memorandum of Association to repurchase Shares and the same authority is given under section 42A of the Companies Act. The Bye-laws supplement the Memorandum of Association by providing that this power is exercisable by the Directors upon such terms and subject to such conditions as they think fit. The Companies Act provides that the funds permitted to be utilized in connection with a share repurchase may only be paid out of either the capital paid up on the relevant repurchased Shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution, or out of the share premium account of the Company before the Shares are repurchased.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 30 June 2025) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
October, 2024	0.330	0.255
November, 2024	0.315	0.248
December, 2024	0.310	0.210
January, 2025	0.290	0.210
February, 2025	0.280	0.210
March, 2025	0.286	0.241
April, 2025	0.260	0.212
May, 2025	0.242	0.215
June, 2025	0.295	0.225
July, 2025	0.325	0.255
August, 2025	0.325	0.285
September, 2025	0.305	0.285
October, 2025 (up to the Latest Practicable Date)	0.325	0.305

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda. The Company confirms that neither this explanatory statement nor the Share Repurchase Mandate has any unusual features. All the Shares repurchased by the Company pursuant to the Share Repurchase Mandate will be cancelled and will not be held as treasury Shares.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Wong Chung Chong ("Mr. Wong") and his close associates (as defined in the Listing Rules) was in aggregate interested in 89,503,680 Shares representing approximately 29.73% of the total issued share capital whereas VdV was interested in 77,258,590 Shares, representing approximately 25.66% of issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full and on the assumption that no further Shares are issued during the relevant period, the aggregate shareholding of Mr. Wong and his close associates would be increased to approximately 33.03% of the issued share capital of the Company whilst VdV's interest would be increased to approximately 28.51% of the issued share capital of the Company.

As at the Latest Practicable Date, the shareholding of substantial shareholders of the Company and the shareholding held by the public and their respective shareholding in the event the Share Repurchase Mandate is exercised in full were set out as follows:

Name of Shareholder	Number of Shares beneficially held	Shareholding as at the Latest Practicable Date	Shareholding in the event the Share Repurchase Mandate is exercised in full
Mr. Wong and his close associates	89,503,680	29.73%	33.03%
VdV	77,258,590	25.66%	28.51%
Mr. David Michael Webb and			
Ms. Karen Anne Webb	27,664,000	9.19%	10.21%
Other Public Shareholders	106,626,405	35.42%	28.25%
Total	301,052,675	100.00%	100.00%

The Directors consider that such increase in shareholding held by Mr. Wong would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange). The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 333)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting 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 Wednesday, 3 December 2025 at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 30 June 2025.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) To re-elect Mr. Wong Kai Chi, Kenneth as an executive Director;
 - (b) To re-elect Ms. Lien Van de Velde as a non-executive Director;
 - (c) To appoint Mr. Frederic Robert Francis Lemoine as an independent non-executive Director; and
 - (d) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.

* for identification purposes only

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4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,

shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

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“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
Top Form International Limited
Wong Chung Chong
Chairman

Hong Kong, 28 October 2025

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

On a show of hands, every shareholder who is present or by proxy shall have one vote. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
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 that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Registers of Members of the Company will be closed from Friday, 28 November 2025 to Wednesday, 3 December 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the above meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 27 November 2025.
5. As at the date of this Notice, the Board of the Company comprises Mr. Wong Chung Chong, Mr. Wong Kai Chung, Kevin and Mr. Wong Kai Chi, Kenneth as executive Directors; Mr. Herman Van de Velde and Ms. Lien Van de Velde as non-executive Directors; and Ms. Leung Churk Yin, Jeanny, Mr. Leung Ying Wah, Lambert, Mr. Wang Man Hon, Sidney and Mr. Tai Lun, Paul as independent non-executive Directors.
6. If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 12:00 noon on Wednesday, 3 December 2025, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.