

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.



TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 333)

PROPOSED CHANGES OF DIRECTORS AND PROPOSED CHANGES IN COMPOSITION OF BOARD COMMITTEES

RETIREMENT OF DIRECTOR

The board (the “**Board**”) of directors (the “**Director**”) of Top Form International Limited (the “**Company**”, and together with its subsidiaries the “**Group**”) wishes to announce that Mr. Lin Sun Mo, Willy (“**Mr. Lin**”) will retire as an independent non-executive Director at the conclusion of the annual general meeting of the Company to be held on 30 November 2023 (the “**AGM**”) and will not offer himself for re-election due to his other business commitments. Following his retirement, Mr. Lin will cease to be the chairman of compensation committee of the Company (the “**Compensation Committee**”) and a member of the audit committee (the “**Audit Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”).

Mr. Lin has confirmed to the Board that he has no disagreement with the Board and that there is no matter in relation to his retirement that needs to be brought to the attention to the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Lin has been serving the Board for more than 17 years, the Board would like to take this opportunity to express its sincere gratitude to Mr. Lin for his valuable contributions to the Group during his tenure of office.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board wishes to further announce that, after considering the recommendation of the Nomination Committee, the Board proposed to appoint Mr. Wang Man Hon Sidney (“**Mr. Wang**”) as an independent non-executive Director at the AGM to fill up the vacancy opened from the retirement of Mr. Lin. The proposed appointment of Mr. Wang is subject to the approval by the Shareholders at the AGM by way of ordinary resolution and will take effect, if approved, from the conclusion of the AGM.

* *For identification purpose only*

Mr. Wang Man Hon Sidney, aged 47, is the Managing Director and Asia Regional Head of International Connectivity for HSBC Private Banking. Mr. Wang has extensive experience in private banking, wealth management, risk management and commercial banking in Europe, the United Kingdom (the “UK”), North and South America, Middle East and Asia. Over the course of his 20-year career, Mr. Wang has held key strategic responsibilities including the launch of the private banking business for HSBC in Mainland China, the introduction of the entrepreneurial private banking service in Hong Kong, as well as various leadership roles including the Country Head of Private Client for HSBC Canada and Desk Head for China Private Banking in Shanghai, Beijing and Hong Kong. Currently, Mr. Wang is leading the growth of the international private banking business in the UK, Europe and the United States for Asian clients. Mr. Wang obtained the Master in Business Administration degree with the University of Connecticut. He has also obtained a Master of Laws (Chinese Law) degree with The University of Hong Kong. Mr. Wang is registered with Hong Kong Monetary Authority to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities. He is a Chartered Financial Analyst (CFA) Charterholder, a Certified International Wealth Manager (CIWM) and a Certified Private Wealth Professional (CPWP). He is also a member of the Hong Kong Private Wealth Management Association Next Generation Committee.

Mr. Wang will not enter into a service contract with the Company and he 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. Subject to the approval of the Shareholders on proposed appointment of director at the AGM, Mr. Wang 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 with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, as at the date in this announcement, Mr. Wang (i) does not have any interests in the securities of the Company or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance; (ii) does not hold any other position in the Company and other members of the Group; (iii) does not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company; (v) there are no other matters which are required to be brought to the attention of the Shareholders in relation to the appointment; and (vi) nor is there any information required to be disclosed under Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on Stock Exchange (the “**Listing Rules**”) in relation to the appointment, and there are no other matters should be brought to the attention of the Shareholders or the Stock Exchange.

Mr. Wang confirmed that he has met the independence criteria set out in Rule 3.13 of the Listing Rules. The circular of the Company containing, among others, the proposed appointment of Mr. Wang as an independent non-executive Director, together with the notice of AGM and the form of proxy, which will be published on or about 30 October 2023.

The Board would like to extend a warm welcome to Mr. Wang for joining the Board.

PROPOSED CHANGES IN COMPOSITION OF THE BOARD COMMITTEES

The Board further announces that, with effect from the conclusion of the AGM:

1. Mr. Lin will cease to be the chairman of Compensation Committee and a member of the Audit Committee and the Nomination Committee of the Company following his retirement as an independent non-executive Director;
2. Mr. Wang will be appointed, subject to the Shareholders' approval on the proposed appointment as an independent non-executive Director at the AGM, as the chairman of Compensation Committee and a member of the Audit Committee and the Nomination Committee of the Company in place of Mr. Lin;
3. Mr. Leung Ying Wah, Lambert, an independent non-executive Director, will cease to be the chairman, but remain as a member, of the Nomination Committee; and
4. Ms. Leung Churk Yin, Jeanny, an independent non-executive Director and the existing member of the Nomination Committee, will be appointed as the chairman of the Nomination Committee.

Save as disclosed above, there will be no other changes in the compositions of the Board Committees.

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

Hong Kong, 20 October 2023

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. 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 and Mr. Lin Sun Mo, Willy as independent non-executive Directors.