

To be valid, the whole of this Provisional Allotment Letter must be returned.

本暫定配額通知書必須整份交回，方為有效。

**IMPORTANT**

**重要提示**

**THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL EXPIRES AT 4:00 P.M. ON MONDAY, 8 FEBRUARY 2021 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER” BELOW).**

本暫定配額通知書（「暫定配額通知書」）具有價值及可轉讓，敬請即時處理。本暫定配額通知書所載之要約於二零二一年二月八日（星期一）下午四時正（或下文「惡劣天氣之影響」一段所述較後日期及／或時間）截止。

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本暫定配額通知書之內容或應採取之行動有任何疑問，應諮詢持牌證券商、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this PAL, make no representation as to their 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 the Prospectus Documents.

香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因章程文件全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Capitalised terms defined in the prospectus dated 25 January 2021 (the “Prospectus”) issued by Top Form International Limited have the same meanings herein, unless the context requires otherwise.

除文義另有所指外，黛麗斯國際有限公司於二零二一年一月二十五日刊發之章程（「章程」）所界定之詞語於本暫定配額通知書內具有相同涵義。

Subject to the granting of the approval for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

受制於未繳股款及繳足股款之供股股份獲准於聯交所上市及買賣，未繳股款及繳足股款之供股股份將獲香港結算接納為合資格證券，由未繳股款及繳足股款之供股股份各自在聯交所開始買賣之日期或香港結算選定之其他日期起，可於中央結算系統內存管、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統內進行交收。所有在中央結算系統內進行之活動均須依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed “15. Documents Delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

每份章程文件之副本連同章程附錄三「15. 送呈公司註冊處處長之文件」一段所指明之文件，已根據公司（清盤及雜項條文）條例（香港法例第32章）第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長、香港聯合交易所有限公司及香港證券及期貨事務監察委員會對任何章程文件之內容概不負責。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by no later than 4:00 p.m. on Monday, 8 February 2021. All remittances must be made in Hong Kong dollars by cheque which must be drawn on an account with, or by cashier’s order which must be issued by, a licensed bank in Hong Kong and made payable to “**Top Form International Limited – Rights Issue Account**” and crossed “**ACCOUNT PAYEE ONLY**”.

倘閣下擬行使權利認購本暫定配額通知書所列之所有供股股份，閣下最遲須於二零二一年二月八日（星期一）下午四時正前將本暫定配額通知書，按照其上印列之指示，連同須於接納時繳足之全數股款送交過戶登記處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心54樓。所有股款須以港元支付，而支票（必須由香港持牌銀行之賬戶開出）或銀行本票（必須由香港持牌銀行開出）須註明抬頭人為「**Top Form International Limited – Rights Issue Account**」，並以「**只准入抬頭人賬戶**」方式劃線開出。

**Form A**  
表格甲

*Hong Kong branch share registrar:*

Tricor Secretaries Limited  
Level 54, Hopewell Centre,  
183 Queen's Road East,  
Hong Kong

香港股份過戶登記分處：  
卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心  
54樓



## TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 333)

(股份代號：333)

**RIGHTS ISSUE ON THE BASIS OF  
TWO RIGHTS SHARES  
FOR EVERY FIVE EXISTING SHARES  
HELD ON THE RECORD DATE  
AT HK\$0.5 PER RIGHTS SHARE PAYABLE IN FULL  
ON ACCEPTANCE BY NO LATER THAN  
4:00 P.M. ON MONDAY, 8 FEBRUARY 2021**

按於記錄日期每持有五股現有股份  
獲發兩股供股股份之基準  
以每股供股股份0.5港元進行供股  
股款須於二零二一年二月八日(星期一)  
下午四時正前接納時全數繳足

**PROVISIONAL ALLOTMENT LETTER**  
暫定配額通知書

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

*香港主要營業地點：*  
香港  
九龍  
新蒲崗  
爵祿街33號  
7樓

*Registered office:*  
註冊辦事處：  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

25 January 2021  
二零二一年一月二十五日

Name(s) and address of Qualifying Shareholder(s)  
合資格股東姓名／名稱及地址

[ ]

Provisional Allotment Letter No.  
暫定配額通知書編號

[ ]

BOX A 甲欄 (Note 1 附註1)

[ ]

BOX B 乙欄 (Note 2 附註2)

[ ]

BOX C 丙欄 HK\$港元 (Note 3 附註3)

[ ]

Note 1 Total number of Shares registered in your name(s) on Friday, 22 January 2021  
附註1 於二零二一年一月二十二日(星期五)以閣下名義登記之股份總數

Note 2 Number of Rights Shares provisionally allotted to you subject to payment in full  
on acceptance by no later than 4:00 p.m. on Monday, 8 February 2021  
附註2 暫定配發予閣下之供股股份數目，惟須不遲於二零二一年二月八日(星期一)下午四時正前接納時全數繳足股款

Note 3 Total subscription money payable in full upon acceptance  
附註3 於接納時全數應繳之認購款項總額

Name of bank on which cheque/cashier's order is drawn:

支票／銀行本票之付款銀行名稱：\_\_\_\_\_

Cheque/cashier's order number:

支票／銀行本票號碼：\_\_\_\_\_

Please insert your contact telephone no.:

請填上閣下聯絡電話號碼：\_\_\_\_\_

IN THE EVENT OF A TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY SUCH TRANSFER OF ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS PAL.

在轉讓認購供股股份之權利時，每項買賣均須繳納香港從價印花稅。餽贈或轉讓（並非以出售方式）實益擁有之權益亦須繳納香港從價印花稅。在登記轉讓本暫定配額通知書代表之供股股份權益前，須出示已繳納香港從價印花稅之證明。

**Form B**  
表格乙

**FORM OF TRANSFER AND NOMINATION**  
**轉讓及提名表格**

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) set out in Box B of Form A)

(僅供擬將其／彼等於表格甲內乙欄所列認購供股股份之權利全數轉讓之合資格股東填寫及簽署)

**To: The Directors**

**Top Form International Limited**

致：黛麗斯國際有限公司

列位董事 台照

Dear Sirs and Madams,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等茲將本暫定配額通知書所列本人／吾等可認購供股股份之權利全數轉讓予接受此權利並簽署以下登記申請表格（表格丙）之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

**Signature(s) of Qualifying Shareholder(s) (all joint Shareholders must sign) 合資格股東簽署（所有聯名股東均須簽署）**

Date日期：\_\_\_\_\_ 2021

*Note:* Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.

*附註：* 轉讓 閣下可認購有關供股股份之權利須繳納香港從價印花稅。

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Share(s) are being transferred)  
(僅供承讓認購供股股份權利之人士填寫及簽署)

To: The Directors

Top Form International Limited

致：黛麗斯國際有限公司  
列位董事 台照

Dear Sirs and Madams,

I/We request you to register the number of the Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same on the terms in this PAL and the Prospectus Documents and subject to the memorandum of association and the bye-laws of the Company.

敬啟者：  
本人／吾等謹請閣下以本人／吾等名義登記表格甲內乙欄所列之供股股份數目，本人／吾等同意按照本暫定配額通知書及章程文件所載之條款並在貴公司組織章程大綱及細則之規限下接納該等供股股份。

Existing Shareholder(s)  
Please mark "X" in this box  
現有股東請於此欄內填上「X」符號

To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.  
請用英文正楷填寫。聯名申請人只須填報排名首位之申請人地址。

Name of applicant in English 申請人英文姓名	Family name or Company name 姓氏或公司名稱	Other name(s) 名字	Name in Chinese 中文姓名
Name continuation and/or name(s) of joint applicants (if any) 續姓名及／或聯名申請人姓名(如有)			
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人只須填報排名首位之申請人地址)			
Occupation 職業			Tel. no. 電話號碼
Dividend instructions 派息指示			
Name & address of bank 銀行名稱及地址			Bank account no. 銀行賬戶號碼

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署(所有聯名申請人均須簽署)

Date日期：\_\_\_\_\_ 2021

Note: Hong Kong ad valorem stamp duty is payable in connection with the acceptance of the transfer of the rights to subscribe for the Rights Shares.

附註：接納轉讓可認購有關供股股份之權利須繳納香港從價印花稅。

The Underwriters have the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Underwriters have the right to terminate the Underwriting Agreement are set out in the enclosed sheet under the heading “Termination of the Underwriting Agreement”. The Rights Issue is conditional upon the fulfillment of the conditions set out under the section headed “Letter from the Board – Conditions of the Rights Issue” in the Prospectus. If the conditions are not fulfilled or the Underwriting Agreement is terminated pursuant to its terms, the Rights Issue will not proceed. If the Rights Issue does not become unconditional, the Rights Issue will not proceed.

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

包銷商有權在包銷協議內所載若干情況下，於最後終止時限前，隨時向本公司發出通知以終止包銷協議。包銷商有權終止包銷協議的情況詳情，載於附頁「終止包銷協議」一節內。供股須待章程所載「董事會函件－供股之條件」一節所載條件達成後，方告作實。倘條件未獲達成或包銷協議按其條款被予以終止，供股將不會進行。倘供股並無成為無條件，供股將不會進行。

接納本暫定配額通知書所訂明之暫定配額之每位人士均確認其已閱讀所附文件及章程所載之條款及條件以及接納手續，並同意受其約束。

The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Persons who come into possession of the Prospectus Documents should acquaint themselves with and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

章程文件並無亦將不會根據香港以外任何司法管轄區之適用證券法例登記或存檔。獲得章程文件者應自行了解及遵守任何有關限制。未有遵從該等限制可能構成違反任何有關司法權區之證券法律。

THIS PAL IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE USA. THE RIGHTS SHARES (IN BOTH NIL-PAID AND FULLY-PAID FORMS) AND THIS PAL HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OR UNDER ANY SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE USA, AND MAY NOT BE OFFERED, SOLD, TAKEN UP, EXERCISED, RESOLD, RENOUNCED, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE USA EXCEPT PURSUANT TO AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT AND IN COMPLIANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE USA.

本暫定配額通知書不可直接或間接在或向美國刊發、發放或派發且未繳股款及繳足股款供股股份與本暫定配額通知書尚未且將不會根據美國證券法或美國任何州或者其他司法權區之證券法例進行登記。除根據美國證券法及美國任何州或者其他司法權區之適用證券法例豁免登記要求之外，不得在美國境內直接或間接進行要約、出售、接納、行使、轉售、放棄、轉讓或交付。

It should be noted that the Rights Shares will be dealt in their nil-paid form from Wednesday, 27 January 2021 to Wednesday, 3 February 2021, both dates inclusive. Shareholders should note that dealings in such Rights Shares in their nil-paid form and the Shares will take place while the conditions to which the Rights Issue are subject remain unfulfilled/not waived. Any Shareholder or other person dealing in the Shares up to the date on which all conditions to which the Rights Issue are subject are fulfilled/waived, and dealings in the Rights Shares in their nil-paid form, will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any Shareholder or other person contemplating dealing in the Shares or Rights Shares in their nil-paid form, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

敬請注意，供股股份將從二零二一年一月二十七日（星期三）至二零二一年二月三日（星期三）（包括首尾兩天）以未繳股款方式買賣。股東應注意，儘管供股之條件尚未達成／獲豁免，該等未繳股款供股股份及股份仍會進行買賣。因此，於供股之所有條件達成／獲豁免當日前買賣股份及未繳股款供股股份之任何股東或其他人士，均須承擔供股可能無法成為無條件及／或未必會進行之風險。有意買賣股份或未繳股款供股股份之任何股東或其他人士，如對本身之狀況有任何疑問，應諮詢其專業顧問。

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE**

每份接納須隨附一張獨立支票或銀行本票

**NO RECEIPT WILL BE GIVEN.**

本公司將不另發收據。



# TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 333)

25 January 2021

Dear Qualifying Shareholders,

## INTRODUCTION

Reference is made to the prospectus of Top Form International Limited dated 25 January 2021 (the “**Prospectus**”) in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of two Rights Shares for every five existing Shares held and registered in your name(s) as at the Record Date (i.e. Friday, 22 January 2021) at the Subscription Price of HK\$0.5 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

## RIGHTS SHARES

The Rights Shares, when allotted and fully paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid, the record date of which is after the date of allotment of the Rights Shares in their fully-paid form.

Subject to the granting of the approval for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

## PROCEDURES FOR ACCEPTANCE

To take up your provisional allotment in full, you must lodge the whole of this PAL in accordance with the instructions printed herein intact with the Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a remittance in Hong Kong dollars for the full amount payable on acceptance, as set out in Box C in Form A, so as to be received by no later than 4:00 p.m. on Monday, 8 February 2021 (or, under bad weather conditions, such later date as mentioned in the paragraph headed “Effect of Bad Weather” below). All remittances must be made by cheque which must be drawn on an account with, or by cashier’s order which must be issued by, a licensed bank in Hong Kong and made payable to “**Top Form International Limited – Rights Issue Account**” and crossed “**ACCOUNT PAYEE ONLY**”. Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this PAL and the Prospectus and subject to the memorandum of association and the bye-laws of the Company. No receipt will be given for such remittances. All enquiries in connection with the PAL should be addressed to the Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

It should be noted that unless this duly completed PAL, together with the appropriate remittance for the amount shown in Box C in Form A, has been received as described above by no later than 4:00 p.m. on Monday, 8 February 2021 (or, under bad weather conditions, such later date as mentioned in the paragraph headed “Effect of Bad Weather” below) whether by the original allottee or any person in whose favour the nil-paid Rights Shares have been validly transferred, the provisional allotment and all rights hereunder will be deemed to have been declined and will be cancelled. The Company may at its sole absolute discretion treat a PAL as valid and binding on the person(s) by whom and on whose behalf is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete the incomplete PAL at a later stage.



# TOP FORM INTERNATIONAL LIMITED

## 黛麗斯國際有限公司\*

(於百慕達註冊成立之有限公司)

(股份代號：333)

敬啟者：

### 緒言

茲提述黛麗斯國際有限公司於二零二一年一月二十五日就供股刊發之章程(「章程」)。除非文義另有所指，否則章程所界定之詞彙與本表格所採用者具有相同涵義。根據章程所載之條款，董事已按每股供股股份0.5港元之認購價向閣下暫定配發若干數目之供股股份，基準為於記錄日期(即二零二一年一月二十二日(星期五))每持有五股以閣下名義登記之現有股份獲配發兩股供股股份。閣下於記錄日期持有之股份數目載於表格甲之甲欄，而閣下獲暫定配發之供股股份數目載於表格甲之乙欄。

### 供股股份

供股股份一經配發及繳足，將在各方面與當時已發行之股份享有同等權益。繳足股款供股股份之持有人將有權收取所有於繳足股款供股股份配發日期後的記錄日期所宣派、作出或派付之未來股息及分派。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可由該等股份各自於聯交所開始買賣日期或香港結算釐定之其他日期起，於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統內進行交收。所有在中央結算系統內進行之活動均須依據不時有效之《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。股東應就該等交收安排及有關安排將如何影響彼等之權利及權益之詳情尋求其股票經紀或其他專業顧問之意見。

### 接納手續

閣下如欲悉數接納暫定配額，須於二零二一年二月八日(星期一)(或於惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後日期)下午四時正前，按本通知書所列印之指示將本暫定配額通知書整份連同表格甲之丙欄所示接納時應繳付之全部港元股款，送達過戶登記處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心54樓。所有股款必須以支票支付，而支票(必須由香港持牌銀行戶口開出)或銀行本票(必須由香港持牌銀行發出)須註明抬頭人為「**Top Form International Limited – Rights Issue Account**」及以「**只准入抬頭人賬戶**」方式劃線開出。支付有關款項後，將表示根據本暫定配額通知書及章程之條款，並在本公司組織章程大綱及細則之規限下，接納供股股份暫定配額。概不會就有關股款發出收據。所有有關暫定配額通知書之查詢應寄往過戶登記處卓佳秘書商務有限公司(地址為香港皇后大道東183號合和中心54樓)。

敬請注意，除非如上文所述於二零二一年二月八日(星期一)(或於惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後日期)下午四時正前接獲原承配人或有效承讓有關未繳股款供股股份之人士交回本填妥之暫定配額通知書連同表格甲內丙欄所示之適當股款，否則本通知書下之暫定配額及一切有關權利將視為已遭拒絕而將予以註銷。本公司可全權酌情視一份暫定配額通知書為有效，並對所提交或被代為提交之人士具有約束力，即使該暫定配額通知書並未根據有關指示填妥。本公司可要求有關人士稍後填妥未填妥之暫定配額通知書。

## **SPLITTING**

If you wish to accept only part of your provisional allotment or to transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer part or all of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Friday, 29 January 2021 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection from the Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong after 9:00 a.m. on the second Business Day after the date of your surrender of the original PAL.

## **TRANSFER**

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this PAL intact together with a remittance in Hong Kong dollars for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong so as to be received by no later than 4:00 p.m. on Monday, 8 February 2021 (or, under bad weather conditions, such later date as mentioned in the paragraph headed "Effect of Bad Weather" below).

It should be noted that ad valorem Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

## **NO EXCESS APPLICATION IN RELATION TO THE RIGHTS ISSUE**

There will be no excess application in relation to the Rights Issue.

## **TERMINATION OF THE UNDERWRITING AGREEMENT**

**If at any time prior to the Latest Time for Termination, one or more of the following events or matters shall occur, arise, or come into effect:**

- a. the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever; or
- b. the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets; or
- c. any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
- d. any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- e. there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange whether due to exceptional financial circumstances or otherwise; or
- f. any change or any development involving a prospective change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs,



## 分拆

閣下如僅欲接納部份暫定配額或轉讓 閣下認購根據本通知書獲暫定配發之供股股份之部份權利，或將 閣下之部分或全部權利轉讓予超過一名人士，則最遲須於二零二一年一月二十九日(星期五)下午四時三十分前將原有暫定配額通知書交回及呈交過戶登記處以供註銷，過戶登記處將註銷原有暫定配額通知書，並按所需數額發出新暫定配額通知書。新暫定配額通知書可於 閣下交回原有暫定配額通知書之日期後第二個營業日上午九時正後於過戶登記處(地址為香港皇后大道東183號合和中心54樓)領取。

## 轉讓

閣下如欲轉讓 閣下認購根據本通知書獲暫定配發之供股股份之全部權利，必須填妥及簽署轉讓表格(表格乙)，並將本暫定配額通知書送交承讓權利之人士或經手轉讓權利之人士。其後，承讓人須填妥及簽署登記申請表格(表格丙)，並最遲於二零二一年二月八日(星期一)(或於惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後日期)下午四時正前將本暫定配額通知書整份連同表格甲內丙欄所示接納時應以港元繳付之全部股款送交過戶登記處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心54樓。

務請注意， 閣下轉讓有關供股股份之認購權予承讓人時須繳付香港從價印花稅，而承讓人於接納有關權利時亦須繳付香港從價印花稅。

## 並無供股股份額外申請

供股不設額外申請安排。

## 終止包銷協議

倘於最後終止時限前任何時間，下列任何一項或多項事件或事情發生、出現或生效：

- a. 推出任何新法規，或現有法律或法規(或其司法詮釋)有變或發生任何性質之其他事件；或
- b. 發生屬政治、軍事、財政、經濟或其他性質，或性質為任何本地、國家或國際敵對行為或武裝衝突爆發或有關事態升級，或影響本地證券市場之任何本地、國家或國際事件或變動(不論是否構成於包銷協議日期之前，及/或之後發生或持續之一連串事件或變動之部分)；或
- c. 本集團的整體業務或財務或貿易狀況或前景發生任何重大不利變動；或
- d. 任何天災、戰爭、暴動、治安不靖、騷亂、火災、水災、爆炸、疫症、恐怖活動、罷工或停工；或
- e. 聯交所因特殊金融情況或其他理由而全面終止、暫停或嚴格限制股份買賣之情況發生或生效；或
- f. 發生涉及潛在市況變動(包括但不限於財政或貨幣政策或外匯或貨幣市場有變、暫停或限制證券買賣，以及貨幣狀況有變，包括香港貨幣價值與美國貨幣價值掛鈎之制度有變)之任何變動或發展，

which event or events is or are in the reasonable opinion of the Underwriters:

- i. likely to have a material adverse effect on the business or financial or trading position or prospects of the Group taken as a whole; or
- ii. likely to have a material adverse effect on the success of the Rights Issue or might cause a prudent investor not to accept the Rights Shares provisionally allotted to it; or
- iii. make it inadvisable to proceed further with the Rights Issue,

then the Underwriters shall be entitled, by notice in writing to the Company terminate the Underwriting Agreement prior to the Latest Time for Termination.

**If the Underwriters exercise such right of termination, the Underwriting Agreement will not become unconditional and the Rights Issue will not proceed. Further announcement will be made if the Underwriting Agreement is terminated by the Underwriters. Upon termination of the Underwriting Agreement, the obligations of the Underwriters and the Company under the Underwriting Agreement shall terminate and cease and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement save in respect of any antecedent breach of any obligation under it.**

**A further announcement will be made if the Underwriting Agreement is terminated by the Underwriters.**

#### **CHEQUES AND CASHIER'S ORDERS**

All cheques or cashier's orders accompanying completed PALs will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect hereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. You must pay the exact amount payable upon application for the Rights Shares, and underpaid application will be rejected. Completion and return of this PAL together with a cheque or cashier's order will constitute a warranty by the subscriber that the cheque or cashier's order will be honoured on first presentation. No receipt will be issued in respect of any application monies received.

#### **SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES**

Share certificates for all fully-paid Rights Shares are expected to be posted on or before Friday, 19 February 2021 by ordinary post to the allottees, at their own risk, to their registered addresses. Each allottee will receive one share certificate for all allotted Rights Shares. If the Rights Issue is terminated, refund cheques are expected to be despatched on or before Friday, 19 February 2021 by ordinary post at the respective applicants' own risk.

#### **FRACTIONAL ENTITLEMENTS TO THE RIGHTS SHARES**

The Company will not provisionally allot fractions of Rights Shares. All fractions of Rights Shares will be aggregated, rounded down to the nearest whole number and will be disposed of by the Company in the open market if a premium (net of expenses) can be obtained. The Company will keep the net proceeds for its own benefits. The unsold fractions of the Right Shares will be underwritten by the Underwriters.

而包銷商合理地認為有關事件：

- i. 可能對本集團整體業務或者財務或貿易狀況或者前景造成重大不利影響；或
- ii. 可能會對供股的成功造成重大不利影響或可能導致審慎投資者不接受暫定向其配發的供股股份；或
- iii. 令繼續進行供股成為不智，

則包銷商有權於最後終止時限前，向本公司送達書面通知終止包銷協議。

倘包銷商行使該等終止權，包銷協議將不會成為無條件，而供股將不會進行。倘包銷商終止包銷協議，本公司將另行公告。於包銷協議終止後，包銷商及本公司於包銷協議項下之責任將告終止及終結，且任何一方不得就包銷協議所引起或與之有關之任何事宜或事項向任何其他方提出任何申索，惟就先前違反包銷協議項下之任何責任而言則除外。

倘包銷商終止包銷協議，本公司將另行刊發公告。

#### 支票及銀行本票

所有隨附已填妥暫定配額通知書的支票或銀行本票將於收到後隨即兌現，而有關股款所賺取之全部利息（如有）將撥歸本公司所有。在不影響本公司與此有關之其他權利之情況下，本公司保留權利拒絕受理任何支票或銀行本票於首次過戶時未能兌現的有關暫定配額通知書，而在此情況下，有關暫定配額及一切有關權利將被視作已遭拒絕而將予以註銷。倘就申請支付過多款額，則在款額為100港元或以上時方會向閣下發出不計利息之退款支票。認購人須於申請認購供股股份時支付應付準確金額，支付金額不足的申請會遭拒絕受理。填妥本暫定配額通知書並連同支票或銀行本票一併交回，即表示認購人保證支票或銀行本票可於首次過戶時兌現。概不會就所接獲之任何申請股款發出收據。

#### 供股股份的股票及退款支票

所有繳足股款供股股份之股票預期將於二零二一年二月十九日（星期五）或之前以平郵方式郵寄予承配人之登記地址，郵誤風險概由彼等自行承擔。每名承配人將就所有已配發供股股份收到一張股票。倘若供股予以終止，退款支票預期將於二零二一年二月十九日（星期五）或之前以普通郵遞方式寄發，郵誤風險概由各申請人自行承擔。

#### 供股股份之零碎配額

本公司將不會暫定配發零碎供股股份。所有零碎供股股份將會彙集及向下約整至最接近整數，且若可獲得溢價（扣除開支後）則由本公司於公開市場上出售。所得款項淨額將撥歸本公司所有。任何未售出零碎供股股份將由包銷商包銷。

## **ODD LOTS ARRANGEMENT**

In order to alleviate the difficulties arising from the existence of odd lots of Rights Shares arising from the Rights Issue, a designated broker is appointed to match the purchase and sale of odd lots of the Shares at the relevant market price per Share for the period from Monday, 22 February 2021 to Monday, 15 March 2021 (both dates inclusive). Holders of the Shares in odd lots who wish to take advantage of this facility either to acquire odd lots of the Shares to make up a full board lot or dispose their odd lots of the Shares may, directly or through their brokers, contact Mr. Edward Yeung of Elstone Securities Limited at Suite 1601-04, 16/F, West Tower, Shun Tak Centre, 168-200 Connaught Road, Central, Hong Kong (telephone number (852) 3725 4300) during such period.

## **EFFECT OF BAD WEATHER**

The Latest Time for Acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by super typhoons, or a “black” rainstorm warning issued by the Hong Kong Observatory:

- 1) in force in Hong Kong at any time before 12:00 noon and no longer in force after 12:00 noon on Monday, 8 February 2021. Instead, the Latest Time for Acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- 2) in force in Hong Kong at any time between 12:00 noon and 4:00 p.m. on Monday, 8 February 2021. Instead, the Latest Time for Acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance of and payment for the Rights Shares does not take place on or before 4:00 p.m. Monday, 8 February 2021, the dates of the events subsequent to the Latest Time for Acceptance mentioned in this section may be affected. The Company will notify the Shareholders by way of announcements of any change to the expected timetable as soon as practicable in this regard.

## **GENERAL**

Lodgement of this PAL purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split provisional letters of allotment and/or certificates for the Rights Shares.

All documents, including cheques for the amounts due, will be sent by ordinary post to their registered address at the risk of the person(s) entitled thereto.

The terms and conditions relating to application for the Rights Shares as contained in the Prospectus shall apply. This PAL and any application for the Rights Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Copies of the Prospectus giving details of the Rights Issue are available from the Registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, during normal business hours.

## 零碎股份安排

為減輕因供股產生零碎供股股份而出現之不便，本公司將委任指定經紀於二零二一年二月二十二日(星期一)至二零二一年三月十五日(星期一)期間(首尾兩天包括在內)，按有關每股股份市價為買賣碎股股份進行對盤。碎股持有人如擬利用該項服務收購零碎股份以湊足完整一手買賣單位或出售彼等之碎股，可於該期間直接或透過彼等之經紀聯絡千里碩證券有限公司之楊德華先生(地址為香港中環干諾道中168至200號信德中心西翼16樓1601至04室)(電話號碼為(852) 3725 4300)。

## 惡劣天氣之影響

倘香港天文台發出8號或以上熱帶氣旋警告信號，或超強颱風導致之「極端情況」，或「黑色」暴雨警告，則供股股份之最後接納時限及繳付股款最後時限將不會進行：

- 1) 於二零二一年二月八日(星期一)中午十二時正之前(香港當地時間)懸掛但於中午十二時正之後取消，則供股股份之最後接納時限及繳付股款最後時限將延至同一營業日下午五時正；或
- 2) 於二零二一年二月八日(星期一)中午十二時正至下午四時正期間(香港當地時間)懸掛，則供股股份之最後接納時限及繳付股款最後時限將改為下一個於上午九時正至下午四時正期間的任何時間並無懸掛上述警告信號的營業日下午四時正。

倘供股股份之最後接納時限及繳付股款最後時限未能於二零二一年二月八日(星期一)下午四時正或之前進行，則本節所述在最後接納時限後之事件的日期或會受到影響。本公司將在切實可行範圍內盡快以公告形式通知股東有關預期時間表的任何變動。

## 一般事項

交回已由應獲發本暫定配額通知書之人士簽署之暫定配額通知書，即為交回上述文件之人士有權處理暫定配額通知書，並有權收取暫定配額分拆函件及／或供股股份之股票之最終憑證。

所有文件(包括應付款項之支票)將以普通郵遞方式寄予收件人登記地址，郵誤風險概由彼等自行承擔。

章程所載有關申請供股股份之條款及條件將適用。本暫定配額通知書及任何據此作出之供股股份申請均受香港法例管轄，並按其詮釋。

載有供股詳情之章程之副本可於一般辦公時間內向過戶登記處卓佳秘書商務有限公司(地址為香港皇后大道東183號合和中心54樓)索取。

## **PERSONAL DATA COLLECTION – PAL**

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of the Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business at 7/F, Port 33, 33 Tseuk Luk Street, San Po Kong, Kowloon, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary, or (as the case may be) to the Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for the attention of Privacy Compliance Officer.

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

## 個人資料收集－暫定配額通知書

填妥、簽署及交回本暫定配額通知書隨附之表格，即表示閣下同意向本公司、過戶登記處及／或其各自之顧問及代理披露個人資料及其所需有關閣下或閣下為其利益而接納暫定配發供股股份之人士之任何資料。《個人資料(私隱)條例》(香港法例第486章)賦予證券持有人權利，可確定本公司或過戶登記處是否持有其個人資料、索取有關資料之副本及更正任何不準確資料。根據《個人資料(私隱)條例》，本公司及過戶登記處有權就處理任何查閱資料要求而收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類訊息之所有要求，應寄往本公司之主要營業地點(地址為香港九龍新蒲崗爵祿街33號7樓)或根據適用法例不時通知之地址，並以公司秘書為收件人；或(視情況而定)寄往過戶登記處卓佳秘書商務有限公司(地址為香港皇后大道東183號合和中心54樓)並以私隱條例事務主任為收件人。

此致

列位合資格股東 台照

代表董事會  
黛麗斯國際有限公司  
主席  
黃松滄  
謹啟

二零二一年一月二十五日