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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 NOVEMBER 2023, CHANGE OF DIRECTORS AND CHANGES IN COMPOSITION OF THE BOARD COMMITTEES**

Reference is made to announcement of the Company dated 20 October 2023 (the “**Announcement**”) in relation to the proposed change of directors and proposed changes in composition of Board Committees, the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of Top Form International Limited (the “**Company**”) both dated 30 October 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcement, Circular and the Notice.

#### **POLL RESULTS OF THE AGM**

The Board is pleased to announce that all the resolutions proposed at the AGM as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 30 November 2023.

\* *for identification purposes only*

The poll results in respect of all the resolutions at the AGM are set out as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements and the reports of the directors (the “ <b>Directors</b> ”) and auditors for the year ended 30 June 2023.	173,823,626 (99.9999%)	5 (0.0001%)
2.	(a) To re-elect Mr. Wong Kai Chi, Kenneth as an executive Director.	173,823,626 (99.9999%)	5 (0.0001%)
	(b) To re-elect Mr. Leung Ying Wah, Lambert as an independent non-executive Director.	173,823,626 (99.9999%)	5 (0.0001%)
	(c) To appoint Mr. Wang Man Hon, Sidney as an independent non-executive Director.	173,823,626 (99.9999%)	5 (0.0001%)
	(d) To authorise the board of Directors (the “ <b>Board</b> ”) to fix the remuneration of the Directors.	173,823,626 (99.9999%)	5 (0.0001%)
3.	To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.	173,824,186 (99.9999%)	5 (0.0001%)
4.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	173,823,624 (99.9999%)	7 (0.0001%)
5.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	173,824,186 (99.9999%)	5 (0.0001%)
6.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	173,823,624 (99.9999%)	7 (0.0001%)

*Note:* Please refer to the Notice and the Circular for the full text of the above resolutions.

As a majority of the votes were cast in favour of each of the proposed ordinary resolutions numbered 1 to 6, all of the resolutions were duly passed at the AGM as ordinary resolutions of the Company by way of poll.

As at the date of the AGM, the total number of shares of the Company in issue was 301,052,675 shares. The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 301,052,675 shares. There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company's branch share registrar, Tricor Secretaries Limited, acted as the scrutineer for the vote-taking at the AGM.

All Directors attended the AGM either in person or by electronic means, except Mr. Lin Sun Mo, Willy who was unable to attend the AGM due to other business engagement.

#### **CHANGE OF DIRECTORS**

As stated in the Announcement and the Circular, Mr. Lin Sun Mo, Willy ("**Mr. Lin**") will retire as an independent non-executive Director at the conclusion of the AGM and will not offer himself for re-election due to his other business commitments. Accordingly, Mr. Lin ceased to be an independent non-executive Director with effect from the conclusion of the AGM. 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 or the Stock Exchange.

As resolution numbered 2(c) set out above was duly passed by the Shareholders at the AGM, Mr. Wang Man Hon, Sidney ("**Mr. Wang**") is appointed as an independent non-executive Director at the conclusion of the AGM. The biographical details of Mr. Wang and his information required to be disclosed under Rule 13.51(2) of the Listing Rules were set out in the Announcement and Circular of the Company.

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. The Board would also like to express its warmest welcome to Mr. Wang.

## **CHANGES IN COMPOSITION OF THE BOARD COMMITTEES**

The Board further announces that, with effect from the conclusion of the AGM, (i) Mr. Lin ceased to be the chairman of Compensation Committee and a member of each of the Audit Committee and the Nomination Committee following his retirement as an independent non-executive Director; (ii) Mr. Wang is appointed as the chairman of Compensation Committee and a member of each of the Audit Committee and the Nomination Committee; (iii) Mr. Leung Ying Wah, Lambert, an independent non-executive Director, ceased to be the chairman, but remain as a member, of the Nomination Committee; and (iv) 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.

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

Hong Kong, 30 November 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. Wang Man Hon, Sidney as independent non-executive Directors.*