
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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in TOP STANDARD CORPORATION (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Top Standard Corporation
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8510)

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) EXTENSION OF ISSUE MANDATE;
(3) RE-ELECTION OF RETIRING DIRECTORS;
(4) RE-APPOINTMENT OF INDEPENDENT AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “2026 AGM”) to be held at Suite 707, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on 30 June 2026 (Tuesday) at 3:00 p.m. is set out on pages 18 to 23 of this circular. A form of proxy for use in connection with the 2026 AGM is enclosed with this circular.

If you are not able to attend the 2026 AGM but wish to exercise your right as a shareholder of the Company, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2026 AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM or its adjournment should you so wish. If you attend and vote at the 2026 AGM, the authority of your proxy will be deemed to be revoked.

This circular together with the notice of the 2026 AGM and a form of proxy will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the date of publication. This circular together with the notice of the 2026 AGM and a form of proxy are also published on the website of the Company at www.topstandard.hk.

8 June 2026

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“2026 AGM”	the annual general meeting of the Company to be held at Suite 707, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on 30 June 2026 (Tuesday) at 3:00 p.m. (or adjournment thereof) to consider and, if thought fit, approve the resolutions contained in the notice convening the 2026 AGM, which is set out on pages 18 to 23 of this circular
“AGM”	the annual general meeting of the Company
“Articles”	the articles of association of the Company, as amended from time to time
“Audit and risk management Committee”	the audit and risk management committee of the Board
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Companies Act”	the Companies Act (revised) of the Cayman Islands
“Company”	Top Standard Corporation, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on GEM (Stock code: 8510)
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Auditor”	D & PARTNERS CPA LIMITED, the independent auditor of the Company
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2026 AGM to the Directors to allot, issue and deal with the Shares (including sale and transfer of treasury shares, if any) not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution for approving the issue mandate
“Latest Practicable Date”	8 June 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2026 AGM to the Directors to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution granting the mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$0.1 each in the capital of the Company

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time and administrated by the Securities and Futures Commission of Hong Kong
“treasury shares”	has the meaning ascribed to it under the GEM Listing Rules
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent or percentage

LETTER FROM THE BOARD

Top Standard Corporation

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8510)

Executive Directors:

Mr. Chuk Stanley (*Chairman*)
Mr. Ying Kan Man

Independent non-executive Directors:

Mr. Tang Chiu Ming, Jeremy
Ms. Ding Weiyu
Mr. Lynch Stephen Joseph Chor

Registered office:

P.O. Box 10240
4th Floor, Harbour Place
103 South Church Street
George Town
Grand Cayman KY1-1002
Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*

Unit 3C, 3/F
Yue Xiu Industrial Building
87 Hung To Road, Kwun Tong
Kowloon, Hong Kong

8 June 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) EXTENSION OF ISSUE MANDATE;
(3) RE-ELECTION OF RETIRING DIRECTORS;
(4) RE-APPOINTMENT OF INDEPENDENT AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2026 AGM for, among other matters, (i) the granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of the retiring Directors; and (v) the re-appointment of the Independent Auditor, and to give the Shareholders notice of the 2026 AGM at which the ordinary resolutions as set out in the notice of the 2026 AGM will be proposed.

LETTER FROM THE BOARD

2. GRANTING OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE

At the 2026 AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

Issue Mandate

The Company's existing mandate to issue Shares was approved by the ordinary resolution of the Shareholders passed at the annual general meeting of the Company held on 9 June 2025. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the 2026 AGM.

An ordinary resolution will be proposed at the 2026 AGM to grant the Issue Mandate to the Directors. Based on 238,878,720 issued Shares as at the Latest Practicable Date and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the 2026 AGM, the Directors will be able to allot, issue and deal with up to a total of 47,775,744 Shares, representing 20% of the issued Shares (excluding treasury shares, if any), if the Issue Mandate is granted at the 2026 AGM, which will remain in effect until the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles, the Companies Act or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Repurchase Mandate

The Company's existing mandate to repurchase Shares was approved by the ordinary resolution of the Shareholders passed at the annual general meeting of the Company held on 9 June 2025. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the 2026 AGM.

An ordinary resolution will be proposed at the 2026 AGM to grant the Repurchase Mandate to the Directors. Based on 238,878,720 issued Shares as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the 2026 AGM, the Directors would be authorised to repurchase up to a maximum of 23,887,872 Shares, representing 10% of the issued Shares (excluding treasury shares, if any) as at the date of the 2026 AGM. The Repurchase Mandate, if granted, will be effective until whichever is the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles, the Companies Act or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

3. EXTENSION OF ISSUE MANDATE

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2026 AGM to extend the Issue Mandate by the addition to the aggregate number of the issued Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the Repurchase Mandate, provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution for approving the Issue Mandate.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises two executive Directors, namely Mr. Chuk Stanley and Mr. Ying Kan Man, and three independent non-executive Directors, namely Mr. Tang Chiu Ming, Jeremy, Ms. Ding Weiyu and Mr. Lynch Stephen Joseph Chor.

Pursuant to Article 109 of the Articles, at each AGM, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the AGM shall retire by rotation at such AGM. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. Chuk Stanley and Mr. Tang Chiu Ming, Jeremy shall retire by rotation at the 2026 AGM.

LETTER FROM THE BOARD

Article 113 of the Articles provides that the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director, provided that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an AGM.

Recommendations of the Nomination Committee

In reviewing the structure of the Board annually, the Nomination Committee will consider the structure, size and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. All appointments to the Board are based on meritocracy. The candidates will be assessed based on criteria such as educational background and relevant skills and experience, with a view to maintaining a sound balance in the composition of the Board.

The Nomination Committee has evaluated the performance and the contribution of the above Directors to be re-elected, during the last financial year of the Company and the period thereafter up to the date of evaluation. The Nomination Committee is of the opinion that the performance of such Directors was satisfactory. Therefore, the Nomination Committee has recommended to the Board on re-election of them at the 2026 AGM.

In addition, the Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2025 and thereafter up to the date of assessment based on the independence criteria as set out in rule 5.09 of the GEM Listing Rules and confirmed that all of them, including Mr. Tang Chiu Ming, Jeremy remain independent.

The Board is of the view that the re-appointment Mr. Tang Chiu Ming, Jeremy will contribute to the diversity of the Board. Mr. Tang Chiu Ming, Jeremy has over 20 years of extensive experience in the accounting and finance industry, ranging from auditing and regional commercial accounting to research and institutional sales. He demonstrates a profound understanding of capital markets, including share placement and IPO underwriting, which enables him to provide high-level strategic oversight and independent judgement to the Board.

LETTER FROM THE BOARD

With the recommendation of the Nomination Committee, the Board has proposed that Mr. Chuk Stanley and Mr. Tang Chiu Ming, Jeremy, stand for re-election as Directors at the 2026 AGM. As a good corporate governance practice, the above Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2026 AGM.

The biographical details of the retiring Directors proposed to be re-elected at the 2026 AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

5. RE-APPOINTMENT OF INDEPENDENT AUDITOR

D & PARTNERS CPA LIMITED, which has audited the consolidated financial statements of the Company for the year ended 31 December 2025, will retire as the Independent Auditor at the 2026 AGM and, being eligible, offer itself for re-appointment. The estimated fee payable to auditor for the year ending on 31 December 2026 as agreed with the auditor, will be HK\$600,000. This estimated fee takes into account the comparable audit scope, audit timetable and required resources with reference to those of the year ended 31 December 2025.

The Board proposed to re-appoint D & PARTNERS CPA LIMITED as the Independent Auditor to hold office until the conclusion of the next AGM and authorise the Board to fix its remuneration.

6. 2026 AGM AND PROXY ARRANGEMENT

A notice convening the 2026 AGM to be held at Suite 707, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on 30 June 2026 (Tuesday) at 3:00 p.m. is set out on pages 18 to 23 of this circular. Resolutions will be proposed at the 2026 AGM to approve, among other things, (i) the Issue Mandate, (ii) the Repurchase Mandate, (iii) the extension of the Issue Mandate by the addition thereto of the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate, (iv) the re-election of the retiring Directors, and (v) the re-appointment of the Independent Auditor.

A form of proxy for use in connection with the 2026 AGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange at www.hkexnews.hk and the Company at www.topstandard.hk. If you are not able to attend the 2026 AGM but wish to exercise your right as a Shareholder, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the 2026 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2026 AGM or any adjournment thereof. If the Shareholder attends and votes at the 2026 AGM, the authority of your proxy will be revoked.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both days inclusive, during which period no transfer of Shares will be effected. The record date for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the 2026 AGM is Tuesday, 30 June 2026. In order to qualify for attending and voting at the 2026 AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 June 2026.

8. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all proposed resolutions set out in the notice convening the 2026 AGM shall be voted on by poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 herein or this circular misleading.

10. RECOMMENDATION

The Directors believe that the proposals for (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate; (iii) the re-election of retiring Directors; and (iv) the re-appointment of the Independent Auditor, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed convening the 2026 AGM as set out in the notice of the 2026 AGM on pages 18 to 23 of this circular.

LETTER FROM THE BOARD

11. MISCELLANEOUS

Your attention is drawn to the additional information set out in the appendices to this circular, namely “Appendix I – Explanatory Statement on the Repurchase Mandate” and “Appendix II – Biographical Details of the Retiring Directors Proposed to be Re-elected at the 2026 AGM”.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
For and on behalf of the Board
Top Standard Corporation
Chuk Stanley
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide requisite information to the Shareholders for consideration of the proposed grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 238,878,720 issued Shares and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the 2026 AGM, the Directors would be authorised to repurchase up to a maximum of 23,887,872 Shares, representing 10% of the issued Shares (excluding treasury shares, if any) as at the date of the 2026 AGM. The Repurchase Mandate will remain in effect until the earliest of: (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles, the Companies Act or any other applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no intention to cancel the Shares bought back following settlement of any such buy back or hold them as treasury shares. If the Company buys back any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any buy-back of Shares are made.

3. STATUS OF BOUGHT BACK SHARES

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasure shares.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable law and regulations of the Cayman Islands, the GEM Listing Rules, the memorandum of association of the Company and the Articles for such purpose.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2025, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. SHARE PRICES

The highest and lowest market prices at which the Shares were traded on GEM during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Trading Prices	
	Max	Min
	HK\$	HK\$
2025		
June	0.085	0.079
July	0.092	0.071
August	0.125	0.081
September	0.108	0.091
October	0.197	0.097
November	0.136	0.115
December	0.204	0.118
2026		
January	0.174	0.160
February	0.160	0.148
March	0.160	0.139
April	0.160	0.160
May	0.221	0.160
June (up to the Latest Practicable Date)	0.221	0.200

7. DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the 2026 AGM.

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles.

8. EFFECT OF TAKEOVER CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best of the knowledge and belief of the Directors based on the register kept by the Company under Section 336 of the SFO.

Name of shareholder	Capacity	No. of shares held	Approximate percentage of total issued share capital
Focus Dynamics Group Berhad	Beneficial owner	59,013,120	24.70%
Mr. Chuk Stanley	Interest in controlled corporation (<i>Note 1</i>)	46,188,800	19.34%
Hng Bok Chuan	Beneficial owner	33,177,600	13.89%

Note:

1. 46,188,800 Shares were held by JSS Group Corporation ("JSS Group"), which is wholly owned by Mr. Stanley Chuk. As such, Mr. Stanley Chuk was deemed to be interested in all the shares held by JSS Group pursuant to Part XV of the SFO

On the basis of the current shareholdings structure of the Company, an exercise of the Repurchase Mandate in full will not result in any Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Codes.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in any takeover obligation.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% as required by the GEM Listing Rules. Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made pursuant to the Repurchase Mandate.

9. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

10. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the 2026 AGM.

The biographical details of the Directors who will retire from office at the 2026 AGM and being eligible, will offer themselves for re-election at the 2026 AGM, are set out below.

Save as disclosed herein, each of the following retiring Directors proposed for the re-election:

- (a) does not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (b) does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and
- (c) does not hold any other positions with the Company or any of its subsidiaries nor does he/her has any other relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company.

In addition, there are no other matters that need to be brought to the attention of the Shareholders nor is there other information required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules in respect of each of the following retiring Directors proposed to be re-elected at the 2026 AGM.

Executive Director

Mr. Chuk Stanley (formerly known as Mr. Chuk Stanley Cah Fai), aged 47, is the chairman of the Board, an executive Director and the chief executive officer of the Group. He was appointed as a Director on 11 February 2016. He was re-designated as the executive Director and appointed as the chief executive officer of the Company and the chairman of the Board on 21 August 2017. He joined the Group as a director of Great Planner Limited, one of the operating subsidiaries of the Group, on 15 February 2008. He is primarily responsible for overseeing and planning of our business strategies and responsible for the overall management of the Group. He is the chairman of nomination committee and a member of remuneration committee.

Mr. Chuk Stanley has over 15 years of experience in the restaurant and catering business in Hong Kong. Prior to joining the Group, he worked as a building manager at Chuk's Development Company Limited from January 2000 to June 2004 in Canada. From June 2005 to July 2006, Mr. Chuk Stanley served as a property manager at Hing Fai Development (H.K.) Company Limited in Hong Kong.

Mr. Chuk Stanley graduated from Langara College in Vancouver, Canada with an associate of arts degree in May 2002.

Mr. Chuk Stanley, together with its associates and parties acting in concert with him, directly or indirectly, owns an aggregate of 46,188,800 Shares, representing approximately 19.34% of the issued share capital of the Company.

Independent non-executive Director

Mr. Tang Chiu Ming, Jeremy, aged 52, has involved in the accounting and finance industry for more than 20 years, having started his career at an international accounting firm as an auditor. Thereafter, he shifted into the commercial sector and worked for some multi-national companies as a regional accountant. In October 1999, he joined a sizeable securities company as a research analyst to develop his career in the finance industry. From September 2000 to September 2006, he focused more on the retail sales and dealing of securities and subsequently worked as a sales and marketing manager. Since September 2006 he has commenced a role as an associate director in China based securities companies, engaging in the duties of institutional sales relating to the dealing of securities for institutional clients, share placement, and underwriting of shares for new initial public offering. He has been appointed as an independent nonexecutive director of Link Holdings Limited, a company listed on GEM of the Stock Exchange (Stock Code: 8237) since January 2025.

Mr. Tang graduated with a bachelor of science in Economic and Accounting from Bristol University in United Kingdom in June 1995. He has been a member and a fellow member of the Association of Chartered Certified Accountant since September 1999 and November 2004 respectively, and has also been a member of the Hong Kong Institute of Certified Public Accountants since February 2002.

The Board has received from Mr. Tang a confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. Mr. Tang also confirmed that (i) he meets the independence criteria as set out in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

NOTICE OF THE 2026 AGM

Top Standard Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8510)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**2026 AGM**”) of Top Standard Corporation (the “**Company**”) will be held at Suite 707, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on 30 June 2026 (Tuesday) at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the independent auditor of the Company (the “**Independent Auditor**”) for the year ended 31 December 2025.
2.
 - (a) To re-elect Mr. Chuk Stanley as an executive Director.
 - (b) To re-elect Mr. Tang Chiu Ming, Jeremy as an independent non-executive Director.
 - (c) To authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
3. To re-appoint D & PARTNERS CPA LIMITED as the Independent Auditor to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration.

As special business to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for the Shares, or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF THE 2026 AGM

- (b) the approval in paragraph (a) of this Resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for Shares, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of Shares (excluding treasury shares, if any) as at the date of the passing of this Resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “**Shareholders**”)) the aggregate number of any Shares repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate number of Shares (excluding treasury shares, if any) as at the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of 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 Articles, the Companies Act (revised) of the Cayman Islands (the “**Companies Act**”) or any other applicable laws of the Cayman Islands to be held; and

NOTICE OF THE 2026 AGM

- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs administered by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF THE 2026 AGM

(c) for the purpose 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 Articles, the Companies Act or any other applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.”
6. “**THAT** subject to the passing of Resolutions no. 4 and 5 set out in this notice convening the 2026 AGM, the authority of the Directors pursuant to Resolution no. 4 set out in this notice be and is hereby approved to extend to cover such amount representing the aggregate number of the issued Shares (excluding treasury shares, if any) repurchased pursuant to the authority granted pursuant to Resolution no. 5 set out in this notice.”

By Order of the Board
Top Standard Corporation
Chuk Stanley
Chairman and Executive Director

Hong Kong, 8 June 2026

Registered office:
P.O. Box 10240
4th Floor, Harbour Place
103 South Church Street
George Town
Grand Cayman KY1-1002
Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*
Unit 3C, 3/F
Yue Xiu Industrial Building
87 Hung To Road, Kwun Tong
Kowloon, Hong Kong

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Notes:

1. A member of the Company (the “**Member**”) entitled to attend and vote at the 2026 AGM convened by the above notice or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies to attend and, subject to the provisions of the Articles, to vote on his/her/its behalf. A proxy need not be a Member but must be present in person at the 2026 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time for holding the 2026 AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the 2026 AGM or its adjourned meeting should he/she/it so wish.
3. Where there are joint holders of any Share, any one of such joint holders may vote at the 2026 AGM, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but should more than one of such joint holders be present at the 2026 AGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
4. For determining Members’ entitlement to attend and vote at the 2026 AGM, the register of Members will be closed between Thursday, 25 June 2026 to Tuesday, 30 June 2026 (both dates inclusive), during which period no transfer of Shares will be effected. The record date for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the meeting is Tuesday, 30 June 2026. In order to qualify for attending the forthcoming 2026 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 24 June 2026.
5. In relation to the proposed Resolution no. 2 above, details of the retiring Directors are set out in Appendix II to the circular dated 8 June 2026.
6. In relation to the proposed Resolution no. 3 above, the Board concurs with the views of the audit and risk management committee of the Company and recommends that D & PARTNERS CPA LIMITED be re-appointed as the Independent Auditor.
7. In relation to proposed Resolutions nos. 4 and 6 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares.
8. In relation to proposed Resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular dated 8 June 2026.
9. According to Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this notice will be taken by poll.

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10. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the 2026 AGM, the meeting will be adjourned. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.topstandard.hk) and to notify Members of the date, time and place of the adjourned meeting. The 2026 AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Members should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.