

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus of Top Dynamic International Holdings Limited (the “**Company**”) dated 30 September 2015 (the “**Prospectus**”).

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Placing described below before deciding whether or not to invest in the Placing Shares being offered.



**TOP DYNAMIC**

## **TOP DYNAMIC INTERNATIONAL HOLDINGS LIMITED**

**泰邦集團國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

### **LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING**

- Number of Placing Shares : 200,000,000 Placing Shares**  
**Placing Price : Not more than HK\$0.30 per Placing Share and not less than HK\$0.20 per Placing Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)**  
**Nominal value : HK\$0.01 per Share**  
**Stock code : 8327**

**Sole Sponsor, Sole Bookrunner and  
Sole Lead Manager**



Copies of the Prospectus required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32 of the Laws of Hong Kong) are available, for information purposes only, from 4:30 p.m. on Wednesday, 30 September 2015 to Friday, 9 October 2015 (both dates inclusive and during normal office hours from 9:00 a.m. to 5:00 p.m. for business days only) at the office of Celestial Capital Limited at 21st Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong.

Pursuant to the Underwriting Agreement, the Company is offering 200,000,000 Placing Shares for subscription by way of Placing at the Placing Price, on and subject to the terms and conditions set out in the Underwriting Agreement and the Prospectus. It is expected that the Sole Bookrunner, on behalf of the Company, will conditionally place the Placing Shares at the Placing Price in Hong Kong to selected professional, institutional and/or other investors.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus.

The Placing is conditional upon the fulfillment of the conditions as set out in the paragraph headed "Conditions of the Placing" in the section headed "Structure and Conditions of the Placing" in the Prospectus. If such conditions are not fulfilled or waived (where applicable) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will lapse and thereafter, all money received will be refunded to applicants of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.topdynamicintl.com](http://www.topdynamicintl.com) on the next business day immediately following the date of such lapse.

Prospective investors should note that the Sole Bookrunner (for itself and on behalf of the Underwriters) is entitled to terminate their obligations under the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events set out in the paragraph headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Friday, 9 October 2015.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued pursuant to the Placing and the Capitalisation Issue and any options which may be granted under the Share Option Scheme. Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of the HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The final Placing Price is expected to be determined by agreement between the Sole Bookrunner (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date, which is currently expected to be on or about 5 October 2015 (Hong Kong time) or such later date as the parties may agree. If, for any reason, the Sole Bookrunner (for itself and on behalf of the Underwriters) and the Company are unable to agree on the Placing Price by the Price Determination Date, or the Underwriting Agreement is not signed, the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange's website at **www.hkexnews.hk** and the Company's website at **www.topdynamicintl.com**. The Placing Price per Placing Share is expected to be not more than HK\$0.30 and not less than HK\$0.20. The final Placing Price will fall within the indicative Placing Price range as stated in the Prospectus unless otherwise announced. Share certificates for the Placing Shares will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its term prior to 8:00 a.m. (Hong Kong time) on the Listing Date. **No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares.**

The announcement of the final Placing Price and the level of indications of interests in the Placing will be published on the Stock Exchange's website at **www.hkexnews.hk** and the Company's website at **www.topdynamicintl.com** on or before Thursday, 8 October 2015.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 9 October 2015. Shares will be traded in board lots of 10,000 Shares. The stock code is 8327.

By order of the Board  
**Top Dynamic International Holdings Limited**  
**Chow Hin Keong**  
*Executive Director and Chairman*

Hong Kong, Wednesday, 30 September 2015

*As at the date of this announcement, the executive Directors are Mr. Chow Hin Keong and Mr. Chow Hin Kok; and the independent non-executive Directors are Ms. Wong Sau Ying, Ms. Chan Mei Po and Ms. Man Oi Yuk Yvonne.*

*This announcement, 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at **www.hkexnews.hk** and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at **www.topdynamicintl.com**.*