

Unless otherwise defined, capitalised terms and expressions 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 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	:	HK\$0.30 per Placing Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005%
Nominal value	:	HK\$0.01 per Share
Board lot	:	10,000 Shares
Stock code	:	8327

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



SUMMARY

- The Placing Price has been determined at HK\$0.30 per Placing Share (excluding brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- The net proceeds from the Placing, after deducting underwriting commission and estimated expenses payable by the Company in relation to the Placing, are estimated to be approximately HK\$40.8 million. The Company intends to apply such net proceeds from the Placing in a manner set out in the paragraph headed “Placing Price and Use of Proceeds” below.
- The 200,000,000 Placing Shares offered under the Placing have been fully subscribed and have been conditionally allocated to a total of 128 selected professional, institutional and other investors.
- The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executives, Controlling Shareholders or substantial Shareholders of the Company or any of its subsidiaries, and their respective close associates (as defined under the GEM Listing Rules) and none of the placees is a person or are a group of persons referred to in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue. The Directors also confirm that there will not be any new substantial Shareholders immediately after completion of the Placing and the Capitalisation Issue.
- The Directors confirm that, immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 9 October 2015. The Shares will be traded in board lots of 10,000 Shares each. The stock code for the Shares is 8327.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

Pursuant to the Price Determination Agreement entered into between the Company and the Sole Bookrunner (for itself and on behalf of the Underwriters) dated 2 October 2015, the Placing Price has been determined to be HK\$0.30 per Placing Share (excluding brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

The net proceeds from the Placing, after deducting underwriting commission and estimated expenses payable by the Company in relation to the Placing, are estimated to be approximately HK\$40.8 million. The Company intends to apply such net proceeds from the Placing as follows:

- approximately HK\$30.1 million (or 73.8% of the net proceeds) for the purchase of equipment and machinery for expansion of product line; and
- approximately HK\$10.7 million (or 26.2% of the net proceeds) as the Company's general working capital.

For further details of the Company's intended use of the net proceeds from the Placing, please refer to "Future Plans and Use of Proceeds" in the Prospectus.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 200,000,000 Placing Shares offered by the Company under the Placing have been fully subscribed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 200,000,000 Placing Shares have been conditionally allocated to a total of 128 selected professional, institutional and other investors. The distribution of the Placing Shares is set out as follows:

	Aggregate number of Placing Shares allocated	Aggregate percentage of the total number of the Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue
Top placee	27,000,000	13.5%	3.4%
Top 5 placees	130,000,000	65.0%	16.3%
Top 10 placees	181,000,000	90.5%	22.6%
Top 25 placees	197,180,000	98.6%	24.6%

Number of Placing Shares allocated	Number of places
10,000 to 100,000	94
100,001 to 1,000,000	19
1,000,001 to 5,000,000	8
5,000,001 to 10,000,000	-
10,000,001 and above	<u>7</u>
Total	<u><u>128</u></u>

The Directors confirm that, to the best of their knowledge and belief, all places under the Placing are independent of and not connected with the Company and any of the Directors, chief executives, Controlling Shareholders or substantial Shareholders of the Company or any of its subsidiaries, and their respective close associates, and none of the places is a person or are a group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Shares subscribed by the places has been financed directly or indirectly by a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them, and none of the places is accustomed to taking instructions from a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it. No place, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, at the time of Listing and at all times thereafter, the Company must maintain the minimum prescribed percentage of at least 25% of its total issued share capital of the Company in the hands of the public. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after the completion of the Placing and the Capitalisation Issue, the public float of the Company will be at least 25% of the total issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. Friday, 9 October 2015) or on such 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.

No receipt will be issued for subscription monies for the Placing Shares. No temporary documents or evidence of title will be issued by the Company.

The share certificates for the Placing Shares allotted and issued to the placees are expected to be either despatched to the placees or deposited into CCASS on or before Thursday, 8 October 2015 for credit to the respective CCASS Participants or CCASS Participants' stock accounts designated by the Sole Bookrunner, the placees or their respective agents (as the case may be).

Prospective investors of the Placing Shares should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreement by notice in writing given by the Sole Bookrunner (for itself and on behalf of the Underwriters) to the Company upon the occurrence of any of the events set out in the sub-section headed "Underwriting – Underwriting Arrangements and Expenses – Grounds for Termination" 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). In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms and conditions, the Placing will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.topdynamicintl.com on the next business day following such lapse.

All share certificates for the Placing Shares will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (i.e. Friday, 9 October 2015).

COMMENCEMENT OF DEALINGS IN THE SHARES

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 9 October 2015. If there is any change to the expected timetable, the Company will make an appropriate announcement on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.topdynamicintl.com accordingly. Shares will be traded in board lots of 10,000 Shares each. The stock code for the Shares is 8327.

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

Hong Kong, 8 October 2015

As at the date of this announcement, the executive Directors are Mr. Chow Hin Keong and Mr. Chow Hin Kok; 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 will remain on the Stock Exchange's website at www.hkexnews.hk and on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement will also be published on the Company's website at www.topdynamicintl.com.