
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 your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Top Dynamic International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

(Stock Code: 2203)

- (i) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;**
- (ii) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND**
- (iii) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting is set out on pages 17 to 22 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours (i.e. 10:00 a.m. on Monday, 7 May 2018) before the time of the Annual General Meeting to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

6 April 2018

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I – EXPLANATORY STATEMENT	9
APPENDIX II – PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION	13
NOTICE OF ANNUAL GENERAL MEETING	17

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. at Office A, 31st Floor, Billion Plaza II, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong on Wednesday, 9 May 2018, the notice of which is set out on pages 17 to 22 of this circular, and any adjournment thereof
“Articles”	the articles of association of the Company adopted pursuant to a written resolution passed by the Shareholders on 23 September 2015
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Company”	Top Dynamic International Holdings Limited 泰邦集團國際控股有限公司, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	27 March 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase on the Stock Exchange such number of Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	percent

LETTER FROM THE BOARD



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)

(Stock Code: 2203)

Executive Directors:

Chow Hin Keong (*Chairman*)

Chow Hin Kok (*Chief Executive Officer*)

Independent non-executive Directors:

Wong Sau Ying

Chan Mei Po

Man Oi Yuk Yvonne

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Office A, 31st Floor

Billion Plaza II

10 Cheung Yue Street

Cheung Sha Wan

Kowloon

Hong Kong

6 April 2018

To the Shareholders

Dear Sir or Madam,

- (i) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(ii) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
(iii) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions relating to, among other things, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of retiring Directors.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO ISSUE SHARES

In the annual general meeting of the Company held on 26 May 2017, the Shareholders granted a general mandate for the Directors to allot and issue Shares. The said mandate will expire at the conclusion of the Annual General Meeting.

At the Annual General Meeting, an ordinary resolution will be proposed in respect of granting the Directors the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares up to 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 800,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 160,000,000 Shares.

Pursuant to the Listing Rules, unless the Stock Exchange agrees otherwise, in the event the Issue Mandate is exercised and Shares are placed for cash consideration under the Issue Mandate, the issue price of the Shares may not be at a price which represents a discount of 20% or more to the benchmarked price of the Shares, such benchmarked price being the higher of:

- (i) the closing price of the Shares as quoted on the Stock Exchange on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and
- (ii) the average closing price of the Shares as quoted on the Stock Exchange in the 5 trading days immediately prior to the earlier of:
 - (a) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of Shares under the Issue Mandate;
 - (b) the date of the placing agreement or other agreement involving the proposed issue of Shares under the Issue Mandate; and
 - (c) the date on which the placing or subscription price is fixed.

In terms of the price at which Shares may be issued at time of exercise of the Issue Mandate, the Company will comply with the then prevailing requirements under the Listing Rules.

LETTER FROM THE BOARD

PROPOSED REPURCHASE MANDATE AND EXTENSION MANDATE

In the annual general meeting of the Company held on 26 May 2017, the Shareholders granted a general mandate for the Directors to repurchase Shares. The said mandate will expire at the conclusion of the Annual General Meeting.

At the Annual General Meeting, an ordinary resolution will also be proposed to grant the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchanges on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, Shares up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution. In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give its Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, Mr. Chow Hin Keong and Mr. Chow Hin Kok were the executive Directors, Ms. Wong Sau Ying, Ms. Chan Mei Po and Ms. Man Oi Yuk Yvonne were the independent non-executive Directors. Mr. Chow Hin Kok, Ms. Chan Mei Po and Ms. Man Oi Yuk Yvonne will retire at the Annual General Meeting in accordance with the requirements under the Articles and, being eligible, will offer themselves for re-election at the Annual General Meeting. Particulars of Mr. Chow Hin Kok, Ms. Chan Mei Po and Ms. Man Oi Yuk Yvonne, who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate;
- (b) the grant of the Repurchase Mandate;
- (c) the grant of the Extension Mandate; and
- (d) the re-election of retiring Directors.

Set out on pages 17 to 22 of this circular is the notice convening the Annual General Meeting. A form of proxy for use by the Shareholders in respect of the Annual General Meeting is also enclosed. Whether or not the Shareholders are able to attend the Annual General Meeting, they are requested to complete the enclosed form of proxy and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. by 10:00 a.m. on Monday, 7 May 2018) before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting should they so wish.

Pursuant to the Listing Rules, voting by poll is mandatory at all general meetings save for purely procedural or administrative matters. The chairman of the Annual General Meeting will request for voting by poll on all the proposed resolutions set out in the notice of the Annual General Meeting. As at the Latest Practicable Date, to the extent that the Company is aware having made all reasonable enquires, no Shareholder is required to abstain from voting on any of the proposed resolutions. The results of the poll will be published on the websites of the Company and the Stock Exchange after the Annual General Meeting.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the Company's register of members on Wednesday, 9 May 2018, will be eligible to attend and vote at the Annual General Meeting. The transfer books and register of members will be closed from Friday, 4 May 2018 to Wednesday, 9 May 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 3 May 2018 for registration.

RECOMMENDATION

The Directors believe that the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of retiring Directors, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions for approving the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of the retiring Directors at the Annual General Meeting.

RESPONSIBILITY STATEMENT

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

GENERAL

Your attention is also drawn to the additional information set out in Appendix I (Explanatory statement) and Appendix II (Particulars of Directors subject to re-election) to this circular.

By Order of the Board
Top Dynamic International Holdings Limited
Chow Hin Keong
Chairman

This Appendix I serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide requisite information as to the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 800,000,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 Shares.

3. REASONS FOR THE REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchanges on which the Shares are listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing the Company's securities, the Company may only apply funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it may have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2017, being the date to which the Company's latest audited consolidated financial statements are made up. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital and/or the gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
March	0.94	0.82
April	0.89	0.80
May	0.87	0.70
June	0.85	0.70
July	0.90	0.70
August	0.90	0.74
September	0.80	0.68
October	0.77	0.68
November	0.88	0.70
December	0.92	0.75
2018		
January	1.29	0.82
February	0.92	0.78
March (up to the Latest Practicable Date)	0.88	0.73

6. THE TAKEOVERS 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 the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could, depending on the level of increase in the Shareholders' interests, obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, each of Platinum Dynamic Investments Ltd ("**Platinum Dynamic**"), which is wholly-owned by Mr. Chow Hin Keong, the chairman of the Board and an executive Director) and Silver Dynamic Investments Ltd ("**Silver Dynamic**", which is wholly-owned by Mr. Chow Hin Kok, an executive Director and the Chief Executive Officer of the Company, who is the younger brother of Mr. Chow Hin Keong) was interested in 300,000,000 Shares, each representing 37.5% of all issued Shares. Platinum Dynamic and Silver Dynamic therefore together hold 600,000,000 Shares, representing in aggregate 75% of all issued Shares. As they are presumed to be acting in concert with each other for the purposes of the Takeovers Code and their aggregate holdings exceed 50% of the voting rights in the Company, even if the Repurchase Mandate is exercised in full, they will not be required to make a general offer for all Shares not already held or agreed to be acquired by them. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in the amount of Shares held by the public to be reduced to below 25%.

7. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company or has any such core connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION AT THE ANNUAL GENERAL MEETING

The particulars of Directors who are subject to re-election at the Annual General Meeting to act as a Director and which are required to be disclosed by the Listing Rules are set out below:

EXECUTIVE DIRECTOR**Mr. Chow Hin Kok**

Mr. Chow Hin Kok, aged 51, is a co-founder of the Group, an executive Director and the Chief Executive Officer of the Company. Mr. Chow Hin Kok is responsible for overseeing the Group's business operations, its overall sales and marketing strategies and its engineering, production and product development. Mr. Chow Hin Kok co-founded the Group in 2012 with Mr. Chow Hin Keong, his elder brother, who is the Chairman of the Board and an executive Director. Mr. Chow Hin Kok has also been a director of Top Dynamic Enterprises Limited, Top Dynamic Electronics Limited, Top Empire Management Limited since 2 January 2014, 東莞市佳駿電子科技有限公司 (for identification purpose, Dongguan Jia Jun Electronic Technology Company Limited) since 21 April 2013, and Top Dynamic International (BVI) Ltd since 30 November 2012. Mr. Chow Hin Kok is also a director and the sole shareholder of Silver Dynamic, one of the controlling Shareholders.

In 1995, Mr Chow Hin Kok joined SAG Components Sdn Bhd ("SAG"), the Malaysian trading company founded by Mr. Chow Hin Keong, which is principally engaged in the sale of various electronic components, including but not limited to semiconductor products, first as its sales manager and subsequently as its sales director. During his service at SAG from 1995 and 2014, Mr. Chow Hin Kok was able to gain experience in the semiconductor industry as Mr. Chow Hin Kok was primarily responsible for the sales of electronic components including semiconductor products.

Mr. Chow Hin Kok was a director of Cherrydeer Intertrade Sdn Bhd, which was a company incorporated in Malaysia and dissolved by striking off on 21 October 2011 as it ceased to carry on business. As confirmed by Mr. Chow Hin Kok, the company was inactive at the time of its dissolution and so far as he was aware, the dissolution of Cherrydeer Intertrade Sdn Bhd has not resulted in any liability or obligation being imposed against him.

As at the Latest Practicable Date, Mr. Chow Hin Kok is deemed, for the purposes of Part XV of the SFO, to be interested in 37.5% of the total issued Shares through the holding of such Shares by Silver Dynamic, a corporation wholly-owned by him. On 23 September 2015, Mr. Chow Hin Kok entered into a service contract with the Company for a three-year term and his appointment may be terminated by Mr. Chow Hin Kok or the Company giving not less than three months' notice in writing. Pursuant to the service contract, Mr. Chow Hin Kok is entitled (subject to review) to a fixed salary payable in Hong Kong dollars as to HK\$960,000 per annum, and in Renminbi as to RMB240,000 per annum, one month's salary in the sum of HK\$80,000, and a discretionary year-end bonus based on the Company's performance. Mr. Chow Hin Kok's remuneration package is generally structured by reference to market terms and individual merits.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chow Hin Kok (i) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (ii) does not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chan Mei Po

Ms. Chan Mei Po ("**Ms. Chan**"), aged 47, was appointed as an independent non-executive Director on 23 September 2015 and is responsible for providing independent opinion and judgment on the issues of strategy, performance, resources and standard of conduct of the Group.

Ms. Chan has over 15 years of operation and business management experience. Since March 2001, she has been responsible for formulating the business strategies, as well as managing the day-to-day operations of AB Creative Depot Limited, a company engaged in public relation service, promotions, consultancy services and consignment of goods, as its director. Subsequently, she joined I & M International Limited and worked as its general manager, a company providing public relations, market research and event organisation services. Her responsibilities include formulating business strategies and overseeing its business operations. In April 2012, Ms. Chan founded 4448 Finger Marketing Limited, a brand management company providing brand building and related services and has acted as its director.

Ms. Chan obtained a Master's degree in Business Administration from the University of South Australia in October 2009. She also holds a diploma in general business awarded by the Seneca College of Applied Arts and Technology, Canada, in August 1995.

Ms. Chan was a director of the companies below, which were dissolved by way of deregistration as these companies ceased to carry on business. As confirmed by Ms. Chan, each of these companies was inactive at the time when they were dissolved and so far as she was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against her.

Name of company	Place of incorporation	Date of dissolution	Nature of proceeding	Nature of business before dissolution
AP Creative Factory Limited	Hong Kong	8 September 2006	Deregistration	Inactive
Get Magazine Limited	Hong Kong	8 August 2003	Deregistration	Inactive

On 23 September 2015, Ms. Chan entered into a letter of appointment with the Company for a three-year term and her appointment may be terminated by Ms. Chan or the Company by giving not less than three months' prior notice in writing. Ms. Chan is entitled to a director's fee of HK\$120,000 per annum pursuant to the letter of appointment. Ms. Chan's remuneration package is generally structured by reference to market terms.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan (i) has no interests in Shares within the meaning of Part XV of the SFO; (ii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iii) does not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Man Oi Yuk Yvonne

Ms. Man Oi Yuk Yvonne (“**Ms. Man**”), aged 49, was appointed as an independent non-executive Director on 23 September 2015 and is responsible for providing independent opinion and judgment on the issues of strategy, performance, resources and standard of conduct of the Group.

Ms. Man became a practicing member and a fellow member of the Hong Kong Institute of Certified Public Accountants, respectively, in January 1994 and March 2001, an associate member of the Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators in October 2003, and a fellow member of the Institute of Chartered Accountants in England and Wales in February 2018. Ms. Man has nearly 30 years of experience in the accounting, taxation and audit field and in 2017, she became an audit partner of F.S. Li & Co., Certified Public Accountants, for whom Ms. Man has worked for more than 25 years. From February 2013 to March 2014, she worked as the company secretary of Amax International Holdings Limited, a company listed on the Stock Exchange (stock code: 959). Ms. Man is the holder of a degree of Master of Professional Accounting awarded by the Hong Kong Polytechnic University in November 2000.

On 23 September 2015, Ms. Man entered into a letter of appointment with the Company for a three-year term and her appointment may be terminated by Ms. Man or the Company by giving not less than three months’ prior notice in writing. Ms. Man is entitled to a director’s fee of HK\$120,000 per annum pursuant to the letter of appointment. Ms. Man’s remuneration package is generally structured by reference to market terms.

Save as disclosed above, as at the Latest Practicable Date, Ms. Man (i) has no interests in Shares within the meaning of Part XV of the SFO; (ii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iii) does not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, there are no other matters concerning each of the above-mentioned Directors’ directorship with the Company that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules, and there are no other material matters relating to the Directors that need to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING



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)

(Stock Code: 2203)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Top Dynamic International Holdings Limited (“**Company**”) will be held at Office A, 31st Floor, Billion Plaza II, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong at 10:00 a.m. on Wednesday, 9 May 2018 to consider and, if thought fit, transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements, the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2017;
2. to re-elect Mr. Chow Hin Kok as a director of the Company (“**Director**”);
3. to re-elect Ms. Chan Mei Po as a Director;
4. to re-elect Ms. Man Oi Yuk Yvonne as a Director;
5. to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration for the year ending 31 December 2018; and
6. to re-appoint SHINEWING (HK) CPA Limited as the Company’s auditors and to authorise the Board to fix their remuneration,

NOTICE OF THE ANNUAL GENERAL MEETING

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

7. **“THAT:**
- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution below) of all the powers of the Company to allot, issue and deal with the unissued shares (each, a **“Share”**) of HK\$0.01 each in the capital of the Company 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 the same is hereby generally and unconditionally approved;
 - (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 would or might require the exercise of such powers after the expiry of the Relevant Period;
 - (c) the number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time; 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 or similar arrangement in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed the aggregate of:
 - (i) 20% of the number of issued Shares as at the date of the passing of this resolution; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution 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 of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company 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 Company’s register of members 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).

“**Shares**” shall, for the purposes of the mandate referred to in this resolution, refer to such number of Shares as may be adjusted in the event that the Shares in issue as at the date of passing this resolution are, at any time thereafter, consolidated or subdivided into a smaller or larger number of Shares.”

NOTICE OF THE ANNUAL GENERAL MEETING

8. **“THAT:**
- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution below) of all the powers of the Company to purchase shares (each, a **“Share”**) of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**), or any other stock exchanges on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (**“SFC”**) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
 - (c) the number of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued Shares 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
 - (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 of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

NOTICE OF THE ANNUAL GENERAL MEETING

“**Shares**” shall, for the purposes of the mandate referred to in this resolution, refer to such number of Shares as may be adjusted in the event that the Shares in issue as at the date of passing this resolution are, at any time thereafter, consolidated or subdivided into a smaller or larger number of Shares.”

9. “**THAT** conditional on the passing of resolutions numbered 7 and 8 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 7 above be and is hereby extended by the addition to the number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate the number of issued Shares purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 8 above.”

By Order of the Board
Top Dynamic International Holdings Limited
Chow Hin Keong
Chairman

Hong Kong, 6 April 2018

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint any person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. The instrument appointing a proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 10:00 a.m. on Monday, 7 May 2018) before the time of the above meeting.
3. The transfer books and register of members of the Company will be closed from Friday, 4 May 2018 to Wednesday, 9 May 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the annual general meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar of the Company at the address stated in note 2 above not later than 4:30 p.m. on Thursday, 3 May 2018 for registration.

NOTICE OF THE ANNUAL GENERAL MEETING

4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

6. As at the date of this notice, the Board comprises Mr. Chow Hin Keong and Mr. Chow Hin Kok as executive Directors, and Ms. Wong Sau Ying, Ms. Chan Mei Po and Ms. Man Oi Yuk Yvonne as independent non-executive Directors.