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**Yoho Bravo Limited**

*(Incorporated in the British Virgin Islands with limited liability)*



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)

**JOINT ANNOUNCEMENT**

**(1) DESPATCH OF THE COMPOSITE OFFER AND  
RESPONSE DOCUMENT RELATING TO  
THE MANDATORY UNCONDITIONAL CASH OFFER BY  
CHINA GALAXY INTERNATIONAL SECURITIES  
(HONG KONG) CO., LIMITED  
FOR AND ON BEHALF OF  
YOHO BRAVO LIMITED TO ACQUIRE ALL OF  
THE ISSUED SHARES OF  
TOP DYNAMIC INTERNATIONAL HOLDINGS LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR  
AGREED TO BE ACQUIRED BY YOHO BRAVO LIMITED AND/OR  
PARTIES ACTING IN CONCERT WITH IT);  
AND  
(2) APPOINTMENT OF DIRECTORS**

**Financial Adviser to the Offeror**



Reference is made to (i) the announcement dated 27 April 2018 jointly issued by the Offeror and the Company in relation to, among other things, the Offer; and (ii) the composite offer and response document jointly issued by the Company and the Offeror dated 18 May 2018 (the “**Composite Document**”). Unless otherwise defined herein, capitalised terms used in this joint announcement have the same meanings as those defined in the Composite Document.

## DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document, together with the Form of Acceptance, containing, among other things, (i) the detailed terms and conditions of the Offer; (ii) the expected timetable of the Offer; (iii) the letter from China Galaxy; (iv) the letter from the Board; (v) the letter from the Independent Board Committee; and (vi) the letter of advice from Lego Corporate Finance to the Independent Board Committee in respect of the Offer, have been despatched to the Independent Shareholders on Friday, 18 May 2018 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE

The expected timetable of the Offer in the Composite Document as reproduced below is indicative only and may be subject to changes. Further announcement(s) will be made by the Offeror and the Company in the event of any changes to the timetable as and when appropriate.

Despatch date of the Composite Document

and the Form of Acceptance and

commencement date of the Offer (*Note 1*) . . . . . Friday, 18 May 2018

Latest time and date for acceptance of

the Offer (*Note 2*) . . . . . 4:00 p.m.

on Friday, 8 June 2018

Closing Date (*Note 2*) . . . . . Friday, 8 June 2018

Announcement of the results of the Offer

as at the Closing Date to be posted on the website of

the Stock Exchange (*Note 2*) . . . . . no later than 7:00 p.m.

on Friday, 8 June 2018

Latest date for posting of remittances in respect of valid

acceptances received under the Offer on or

before 4:00 p.m. on the Closing Date (*Notes 3 & 4*) . . . . . Wednesday, 20 June 2018

*Notes:*

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from Friday, 18 May 2018 until the Closing Date. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in the paragraph headed “6. Right of withdrawal” in Appendix I to the Composite Document.

2. In accordance with the Takeovers Code, the Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offer will be closed on the Closing Date. The latest time and date for acceptance of the Offer is 4:00 p.m. on Friday, 8 June 2018 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued through the Stock Exchange website by 7:00 p.m. on Friday, 8 June 2018 stating whether the Offer has been revised or extended or has closed. In the event that the Offeror decides that the Offer will remain open until further notice, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be posted to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven Business Days following the date of receipt by the Registrar of the duly completed Form of Acceptance together with all the valid requisite documents from the Independent Shareholders accepting the Offer.
4. If there is a tropical cyclone warning signal no. 8 or above, or a black rainstorm warning:
  - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer or the posting of remittances will remain at 4:00 p.m. on the same Business Day; or
  - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer or the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for the acceptance of the Offer and posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

**All times and dates in this joint announcement, the Composite Document and the Form of Acceptance refer to Hong Kong dates and times.**

## **IMPORTANT**

**The Offer is unconditional in all aspects. The Independent Shareholders are strongly advised to read the Composite Document carefully, including the recommendation from the Independent Board Committee and the advice and recommendation from the Independent Financial Adviser, and other information of the Group before deciding whether or not to accept the Offer.**

**The Independent Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their positions, they should consult their professional advisers.**

## **APPOINTMENT OF DIRECTORS**

The Board is pleased to announce that each of Mr. Zhang and Ms. Wan Duo has been appointed as an executive Director with effect from 19 May 2018.

The biographical details of each of the new Directors are set forth below:

**Mr. Zhang**, aged 36, is an entrepreneur in various industries, including real estate, energy and film and television etc. Mr. Zhang has more than 6 years of experience in the energy sector. Mr. Zhang is a controlling shareholder and an executive director of Kinetic Mines and Energy Limited (stock code: 1277), the issued shares of which are listed on the Main Board of the Stock Exchange. He is also a controlling shareholder, an executive director and chairman of Transmit Entertainment Limited (stock code: 1326), the issued shares of which are listed on the Main Board of the Stock Exchange. He is a director of Seedland Construction Holdings Limited, a company incorporated in Hong Kong on 15 July 2008 with limited liability which, through its subsidiaries, principally engaged in real estate business. Mr. Zhang has also made other financial investments in the technology and manufacturing sectors involving three-dimensional (3D) printing, virtual reality applications and artificial intelligence.

**Ms. Wan Duo**, aged 29, holds a master's degree in education from Harvard University and a bachelor's degree in literature from Renmin University of China. She is experienced in corporate finance, mergers and acquisitions, investment management and corporate governance with a focus on financial and technology investments and management gained from financial and insurance institutions in Singapore and China. Ms. Wan is currently working in the Seedland group of China responsible for its strategic investments.

Save as disclosed above, each of the new Directors has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the past three years.

Each of the new Directors will enter into a service contract with the Company and will be entitled to a remuneration to be recommended by the remuneration committee of the Company and approved by the Board with reference to his/her qualification, experience, level of responsibilities undertaken and prevailing market conditions. The new Directors are subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company and the Listing Rules.

As at the date of this joint announcement, save that Mr. Zhang is interested in 600,000,000 Shares, each of the new Directors (i) does not have any interest in the Shares (within the meaning of Part XV of the SFO); (ii) does not hold any other positions in the Group; and (iii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Each of the new Directors confirmed that there is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that need to be brought to the attention of the Shareholders.

By order of the board of directors of

**Yoho Bravo Limited**  
**Zhang Liang Johnson**  
*Director*

By order of the Board

**Top Dynamic International Holdings Limited**  
**Chow Hin Keong**  
*Chairman*

Hong Kong, 18 May 2018

*As at the date of this joint 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.*

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Zhang. Mr. Zhang accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group or the Director(s)), and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Company or the Director(s)) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*