

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

QUARTERLY UPDATE ON STATUS OF RESUMPTION

Reference is made to the announcements dated 11 June 2018, 19 June 2018, 7 August 2018, 2 October 2018, 24 October 2018, 19 November 2018, 26 November 2018 and 27 November 2018 (the “**Announcements**”) of Top Dynamic International Holdings Limited (the “**Company**”). Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

RECENT DEVELOPMENTS

Business Development

The Board announces that on 24 October 2018 (after trading hours), the Company has entered into the memorandum of understanding with the Vendors, pursuant to which the Company or any other entity designated by the Company, as purchaser, intended to purchase and the Vendors intended to sell 88% share in the Target Group for a maximum consideration of RMB70.4 million (equivalent to approximately HK\$79.6 million) (subject to a possible downward adjustment based on profit guarantee to be undertaken by the Vendors with regard to the financial performance of the Target Group with details to be determined by the parties). The Purchaser also intends to further purchase the remaining 12% share in the Target Company subject to the discussion with the remaining shareholders of the Target Company.

The Target Group is principally engaged in broadband infrastructure construction for residential properties, and providing integrated solution for smart communities and smart cities projects. Its smart community and smart city solution includes hardware for security and identification purposes, software for residence management and community services. The Target Group aims to be a leading player in the industry in the Greater Bay Area.

As at the date of this announcement, the Company and the Vendors are negotiating and finalising the terms of formal agreement in relation to the Proposed Acquisition.

Placing of Shares

Regarding the placing in relation to the placing agreement entered between the Offeror and Oriental Patron Asia Limited (the “**Placing Agent**”) on 28 September 2018 as mentioned in the announcement of the Company dated 2 October 2018 (the “**Placing**”), the Offeror and Placing Agent have agreed to extend the long stop date to 20 December 2018.

In addition to the Placing, the Company is making continuous effort to exploring various means, including but not limited to negotiations with other securities firms for seeking opportunities for restoring sufficient public float as soon as possible.

Continued Suspension of Trading

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Monday, 11 June 2018 at the request of the Company pending the restoration of public float of the Shares. Further announcement(s) will be made by the Company regarding the restoration of public float and resumption of trading in the Shares as and when appropriate.

By order of the Board
Top Dynamic International Holdings Limited
Zhang Liang Johnson
Executive Director

Hong Kong, 10 December 2018

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Zhang Liang Johnson, Ms. Wan Duo and three independent non-executive Directors, namely Mr. Xu Liang, Mr. Chen Johnson Xi and Ms. Zhang Yibo.