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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)

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) APPOINTMENT OF NEW CHAIRMAN OF THE BOARD; AND
(3) GRANT OF EXTENSION OF WAIVER FROM STRICT
COMPLIANCE WITH RULE 8.08(1)(a) OF THE LISTING RULES**

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Top Dynamic International Holdings Limited” to “Brainhole Technology Limited” and to change the dual foreign name in Chinese of the Company from “泰邦集團國際控股有限公司” to “腦洞科技有限公司”, subject to the fulfillment of the conditions set out in the paragraph headed “Conditions of the Proposed Change of Company Name” in this announcement.

The Proposed Change of Company Name is subject to the following conditions: (i) the passing of a special resolution by the Shareholders of the Company at the EGM to approve the Proposed Change of Company Name; and (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name. A circular containing details of the Proposed Change of Company Name, together with a notice of the EGM and the related proxy form, will be despatched to the Shareholders in due course.

APPOINTMENT OF NEW CHAIRMAN OF THE BOARD

The Board would also like to announce that with effect from 11 January 2019, Mr. Zhang Liang Johnson, an executive Director, has been appointed as the Chairman of the Board.

GRANT OF EXTENSION OF WAIVER FROM STRICT COMPLIANCE WITH RULE 8.08(1)(a) OF THE LISTING RULES

The Stock Exchange has granted to the Company a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules for a period from 21 December 2018 to 11 January 2019.

PROPOSED CHANGE OF COMPANY NAME

Subject to the satisfaction of the conditions set out in the paragraph headed “Conditions of the Proposed Change of Company Name” below, the Board proposes to change the English name of the Company from “Top Dynamic International Holdings Limited” to “Brainhole Technology Limited” and to change the dual foreign name in Chinese of the Company from “泰邦集團國際控股有限公司” to “腦洞科技有限公司”.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the fulfillment of the following conditions:

- (a) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at an extraordinary general meeting of the Company; and
- (b) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of all the conditions set out above, the new English name and dual foreign name of the Company in Chinese will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names for trading in the Shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

With further development and expansion of the business scope of the Group, the Board considers that the Proposed Change of Company Name will provide the Company with a more appropriate corporate identity and strategic direction. As such, the Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EFFECTS OF THE CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the existing Shareholders. All existing share certificates in issue bearing the present name of the Company shall continue to be evidence of title to such shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for exchange of the existing share certificates. Once the Proposed Change of Company Name becomes effective, all new share certificates will be issued under the new name of the Company.

The Company expects to be traded in its new English name and the new dual foreign name in Chinese as soon as the Proposed Change of Company Name becomes effective and the filing procedures in Hong Kong have been fulfilled.

GENERAL

The EGM will be convened and held for the Shareholders to consider, and if thought fit, approve the Proposed Change of Company Name. A circular containing details of the Proposed Change of Company Name, together with a notice convening the EGM and the related proxy form, will be despatched to the Shareholders in due course.

The Company will make further announcement(s) to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name and the new stock short names of the Company for trading on the Stock Exchange as and when appropriate.

APPOINTMENT OF NEW CHAIRMAN OF THE BOARD

The Board would also like to announce that with effect from 11 January 2019, Mr. Zhang Liang Johnson, an executive Director, has been appointed as the Chairman of the Board.

Set out below are Mr. Zhang's biographical details:

Mr. Zhang, aged 37, has been an executive Director of the Company since 19 May 2018. Mr. Zhang is an entrepreneur in various industries, including real estate, energy and film and television etc. Mr. Zhang is the 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 the controlling shareholder, an executive director and the 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.

Save as disclosed above, Mr. Zhang 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.

Mr. Zhang has entered into a service contract with the Company for a term of three years pursuant to which he will not receive any remuneration from the Company. Mr. Zhang is 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 announcement, Mr. Zhang is interested in 599,658,000 Shares.

Save as disclosed above, Mr. Zhang (i) does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (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.

Mr. Zhang 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.

GRANT OF EXTENSION OF WAIVER FROM STRICT COMPLIANCE WITH RULE 8.08(1)(a) OF THE LISTING RULES

Reference is made to the announcements of the Company dated 19 June 2018, 7 August 2018, 2 October 2018, 19 November 2018, 26 November 2018, 20 December 2018 and 10 January 2019 regarding the update on the restoration of public float and the grant of waivers by the Stock Exchange to the Company from the strict compliance with the minimum public float requirement. On 26 November 2018, the Stock Exchange granted a waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules for a period from 1 November 2018 to 20 December 2018. As the Company and Yoho Bravo Limited required additional time to restore the public float of the Shares, the Company submitted an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules for a period from 21 December 2018 to 11 January 2019. As at the date of this announcement, the Stock Exchange has granted such waiver to the Company.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires.

“Board”	the board of Directors
“Company”	Top Dynamic International Holdings Limited 泰邦集團國際控股有限公司, a company incorporated under the laws of the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and if thought fit, approve, among other matters, the Proposed Change of Company Name
“Group”	the Company and its subsidiaries
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Top Dynamic International Holdings Limited” to “Brainhole Technology Limited” and the proposed change of the dual foreign name in Chinese of the Company from “泰邦集團國際控股有限公司” to “腦洞科技有限公司”

“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
Top Dynamic International Holdings Limited
Zhang Liang Johnson
Chairman

Hong Kong, 11 January 2019

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