

IMPORTANT

If you are in any doubt about any of the contents in this document, you should obtain independent professional advice.

TOP TOY

TOP TOY International Group Limited

大潮玩國際集團有限公司

(A company incorporated in the Cayman Islands with limited liability)

[REDACTED]

Number of [REDACTED] under the : [REDACTED] Shares (subject to the
[REDACTED] [REDACTED])
Number of [REDACTED] : [REDACTED] Shares (subject to
[REDACTED])
Number of [REDACTED] : [REDACTED] Shares (subject to
[REDACTED] and the [REDACTED])
Maximum [REDACTED] : [REDACTED]
Nominal value : US\$[0.00001] per [REDACTED]
[REDACTED] : [REDACTED]

Joint Sponsors, Overall Coordinators, [REDACTED]

J.P.Morgan

 UBS 瑞銀集團

(in alphabetical order)

Overall Coordinator, [REDACTED]



CITIC SECURITIES

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A copy of this document, having attached thereto the documents specified in “Documents Delivered to the Registrar of Companies and Available on Display” in Appendix V, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this document or any other document referred to above.

The [REDACTED] is expected to be fixed by agreement between the Overall Coordinators (for themselves and on behalf of the [REDACTED]) and us on or before [REDACTED]. If, for any reason, the [REDACTED] is not agreed by [REDACTED] between the Overall Coordinators (for themselves and on behalf of the [REDACTED]) and us, the [REDACTED] will not proceed and will lapse. The [REDACTED] will be no more than [REDACTED] per [REDACTED] and is currently expected to be no less than [REDACTED] per [REDACTED] unless otherwise announced.

The Overall Coordinators may, with our consent, reduce the number of the [REDACTED] and/or the indicative [REDACTED] below that stated in this document at any time on or prior to the morning of the last day for lodging applications under the [REDACTED]. In such a case, an announcement of the reduction in the number of [REDACTED] and/or the [REDACTED] will be published on the website of the Stock Exchange at www.hkexnews.hk and our website at www.toptoyglobal.com, and the [REDACTED] will be canceled and relaunched at the revised number of [REDACTED] and/or the revised [REDACTED] with a supplemental [REDACTED] or a new [REDACTED], as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging application under the [REDACTED]. See “Structure of the [REDACTED]” and “How to apply for [REDACTED]” for further details.

The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the Overall Coordinators (for themselves and on behalf of the [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. See “[REDACTED]” for further details.

Prior to making an [REDACTED] decision, prospective [REDACTED] should consider carefully all of the information set out in this document, including the risk factors set out in the second headed “Risk Factors”.

The [REDACTED] have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and may not be [REDACTED] or sold within or to the United States, or for the account or benefit of U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The [REDACTED] are being [REDACTED] and sold (i) solely to QIBs pursuant to an exemption from registration under Rule 144A of the U.S. Securities Act and (ii) outside the United States in offshore transactions in accordance with Regulation S.

[REDACTED]

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[REDACTED]

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[REDACTED]