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## IMPORTANT

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



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)*

### LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

**Number of Placing Shares : 200,000,000 Placing Shares**  
**Placing Price : Not more than HK\$0.30 per Placing Share  
and not less than HK\$0.20 per Placing  
Share, plus brokerage of 1%, SFC  
transaction levy of 0.0027%, and Stock  
Exchange trading fee of 0.005% (payable  
in full on application in Hong Kong  
dollars and subject to refund)**  
**Nominal value : HK\$0.01 per Share**  
**Stock code : 8327**

***Sole Sponsor, Sole Bookrunner and Sole Lead Manager***



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Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, 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 prospectus.

A copy of this prospectus, having attached thereto the documents specified in the sub-section headed “*Appendix V – Documents Delivered to the Registrar of Companies in Hong Kong and Documents Available for Inspection*” of this prospectus, has been registered with 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 Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of this prospectus or any of the other documents referred to above.

The Placing Price is expected to be fixed by agreement between the Sole Bookrunner (for itself and on behalf of the Underwriters) and our Company on the Price Determination Date, which is expected to be on or around Monday, 5 October 2015 and, in any event, not later than Tuesday, 6 October 2015. The Placing Price will not be more than HK\$0.30 per Placing Share and is currently expected to be not less than HK\$0.20 per Placing Share. If, for any reason, the Placing Price is not agreed by Tuesday, 6 October 2015 between the Sole Bookrunner (for itself and on behalf of the Underwriters) and our Company, the Placing will not proceed. In the case of such event, a notice will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company’s website at [www.topdynamicintl.com](http://www.topdynamicintl.com).

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including but not limited to the risk factors set out in the section headed “*Risk Factors*” of this prospectus.

Prospective investors of the Placing Shares should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreement by notice in writing given by the Sole Bookrunner (for itself and on behalf of the Underwriters) upon occurrence of any of the events set out in the sub-section headed “*Underwriting – Underwriting Arrangements and Expenses – Grounds for Termination*” of this prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. It is important that you refer to that section for further details.