
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions have the following meanings:

“Affiliate”	any entity that, directly or indirectly, controls, is controlled by, or is under common control with, another entity. For purposes hereof, the term “control” shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of any entity, or the power to veto major policy decisions of any entity, whether through the ownership of voting securities, by agreement, or otherwise
“AQSIQ”	General Administration of Quality Supervision, Inspection and Quarantine of the PRC (中華人民共和國國家質量監督檢驗檢疫總局)
“Articles” or “Articles of Association”	the articles of association of our Company adopted on 23 September 2015 and as amended from time to time, a summary of which is set out in “ <i>Appendix III – Summary of the Constitution of our Company and Cayman Islands Companies Law</i> ” of this prospectus
“associate(s)”	has the meaning as ascribed thereto under the GEM Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“business day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate, a method of assessing the average growth of a value over time
“Capitalisation Issue”	the issue of Shares to be made upon the capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the sub-section headed “ <i>Appendix IV – Statutory and General Information – Resolutions in Writing of All Our Shareholders Passed on 23 September 2015</i> ” of this prospectus

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“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Celestial Capital” or “Sole Sponsor” or “Sole Bookrunner” or “Sole Lead Manager”	Celestial Capital Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the sole sponsor to the Listing and the sole bookrunner and the sole lead manager of the Placing
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time as the context may require
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong, as amended, supplemented and/or otherwise modified from time to time as the context may require

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“Company” or “our Company”	Top Dynamic International Holdings Limited 泰邦集團國際控股有限公司, a company incorporated as an exempted company with limited liability in the Cayman Islands on 10 September 2014, and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 8 December 2014
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules and, unless the context otherwise requires, refers to Mr. Chow Hin Keong, Mr. Chow Hin Kok, Platinum Dynamic and Silver Dynamic
“Core Connected Person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Deed of Indemnity”	the deed of indemnity dated 23 September 2015 and given by our Controlling Shareholders in favour of our Company (for itself and on behalf of each of its subsidiaries), details of which are set out in “ <i>Appendix IV – Statutory and General Information</i> ” of this prospectus
“Deed of Non-Competition”	the deed of non-competition dated 23 September 2015 (as amended by an amendment deed dated 29 September 2015) given by our Controlling Shareholders in favour of our Company (for itself and on behalf of each of its subsidiaries), details of which are set out in the sub-section headed “ <i>Relationship with the Controlling Shareholders – Deed of Non Competition – Non-Competition Undertaking</i> ” of this prospectus
“Deed of Undertaking”	the deed of undertaking dated 22 June 2015 given by SEL in favour of our Company (for itself and on behalf of its subsidiaries), which is described in more detail in the sub-section headed “ <i>History, Reorganisation and Group Structure – The Group’s Business Development</i> ” of this prospectus
“Director(s)”	the director(s) of our Company

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“Dongguan Jia Jun” or “PRC subsidiary”	東莞市佳駿電子科技有限公司 (Dongguan Jia Jun Electronic Technology Company Limited*), a company established in the PRC with limited liability on 27 April 2013, and a wholly-owned subsidiary of our Company
“EIT”	the enterprise income tax of the PRC* (中華人民共和國企業所得稅)
“EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), promulgated by NPC on 16 March 2007 and effective on 1 January 2008
“FIE(s)”	foreign invested enterprise(s)
“GDP”	gross domestic product
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time as the context may require
“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries, or any of them or, where the context so requires, in respect of the period before our Company became the holding company, the present subsidiaries of our Company
“HK\$” or “HK dollar(s)” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRSs”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the GEM Listing Rules) our Company and our connected persons
“INEDs”	the independent non-executive Directors
“Internal Control Consultant”	SHINEWING Risk Services Limited, an independent internal control consultant engaged by our Company
“Korea”	the Republic of Korea
“KSIA”	Korea Semiconductor Industry Association
“Labour Contract Law”	the Labour Contract Law of the PRC (《中華人民共和國勞動合同法》), promulgated by the Standing Committee of the NPC on 29 June 2007 and effective on 1 January 2008, as amended on 28 December 2012
“Latest Practicable Date”	21 September 2015, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
“Listing”	the proposed listing of the Shares on GEM of the Hong Kong Stock Exchange
“Listing Date”	the date expected to be on or about 9 October 2015, on which dealings in the Shares first commence on GEM
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company adopted on 23 September 2015 (as amended from time to time)
“MIIT”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOHRSS”	the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部)

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“MOHURD”	the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部)
“MY” or “Malaysian Ringgit(s)”	Malaysian Ringgits, the lawful currency of Malaysia.
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Nomination Committee”	the nomination committee of the Board
“NPC” or “National People’s Congress”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“PBOC”	the People’s Bank of China (中國人民銀行)
“Placing”	the conditional placing by the Underwriters of the Placing Shares for cash at the Placing Price, as further described in the section headed “ <i>Structure and Conditions of the Placing</i> ” of this prospectus
“Placing Price”	the final placing price per Placing Share (excluding brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), which will be not more than HK\$0.30 per Placing Share and is expected to be not less than HK\$0.20 per Placing Share, such price to be fixed at or before the Price Determination Date
“Placing Shares”	the 200,000,000 new Shares being offered by our Company for subscription at the Placing Price under the Placing, and a “Placing Share” means one of these Shares
“Platinum Dynamic”	Platinum Dynamic Investments Ltd, a company incorporated in the BVI with limited liability on 26 August 2014, all the issued shares of which are held by Mr. Chow Hin Keong
“PRC” or “China” or “Mainland China”	the People’s Republic of China, save that, for the purpose of this prospectus and unless the context otherwise requires, references in this prospectus do not include Hong Kong, Macau and Taiwan

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“PRC Government”	the central government of the PRC, including all government subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“PRC Legal Advisers”	Beijing Jingtian & Gongcheng Law Firm, the legal advisers to our Company as to the PRC laws
“PRC Trademark Office”	the Trademark Office of The State Administration For Industry & Commerce of the PRC (中華人民共和國國家工商行政管理總局商標局)
“Price Determination Date”	the date, expected to be on or about Monday, 5 October 2015, on which the Placing Price will be determined for the purposes of the Placing and, in any event, not later than Tuesday, 6 October 2015
“Prismark”	Prismark Partners LLC, an independent market research consultant
“Prismark Report”	a market research report commissioned by us and prepared by Prismark on the PRC semiconductor and discrete semiconductor market
“Reorganisation”	the corporate reorganisation in preparation for Listing as more particularly described in the sub-section headed “ <i>History, Reorganisation and Group Structure – The Reorganisation</i> ” of this prospectus
“Remuneration Committee”	the remuneration committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange (國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)

DEFINITIONS

“SEL”	Semtech Electronics Limited 先科電子有限公司, a company whose issued share capital is indirectly held as to 50% by Mr. Chow Hin Keong, our executive Director and chairman, and as to 50% ultimately by Sino-Tech International Holdings Limited
“SEL Trademarks”	the trademarks owned by SEL
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Sale and Purchase Agreement”	the sale and purchase agreement dated 22 September 2015 among our Company, Mr. Chow Hin Keong and Mr. Chow Hin Kok in relation to, among other things, our Company’s acquisition of the entire issued share capital of TD Int’l (BVI) from Mr. Chow Hin Keong and Mr. Chow Hin Kok as part of the Reorganisation
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Shares
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 23 September 2015, the principal terms of which are summarised in the sub-section headed “ <i>Appendix IV – Statutory and General Information – D. Other Information – Share Option Scheme</i> ” of this prospectus
“SIA”	Semiconductor Industry Association
“Silver Dynamic”	Silver Dynamic Investments Ltd, a company incorporated on 26 August 2014 in the BVI, all the issued shares of which are held by Mr. Chow Hin Kok
“ST Mark”	the trademark which is the subject of transfer under the Transfer Agreements
“Standing Committee”	the Standing Committee of the NPC (全國人民代表大會常務委員會)
“State Council”	the State Council of the PRC (中華人民共和國國務院)

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“Substantial Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Subdivision”	the sub-division of each issued and unissued share of the Company of HK\$0.10 each into ten Shares of HK\$0.01 each pursuant to the written resolutions of the Shareholders passed on 22 September 2015
“Supreme People’s Court”	the Supreme People’s Court of the PRC (中華人民共和國最高人民法院)
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers as may be amended, supplemented and/or otherwise modified from time to time
“Tax Consultant”	SHINEWING Tax and Business Advisory Limited, an independent professional tax consultant engaged by our Company
“TD Electronics”	Top Dynamic Electronics Limited 泰邦電子有限公司, a company incorporated in Hong Kong with limited liability on 23 August 2013 and a wholly-owned subsidiary of our Company
“TD Enterprises”	Top Dynamic Enterprises Limited 泰邦企業有限公司, a company incorporated in Hong Kong with limited liability on 11 July 2012 and a wholly-owned subsidiary of our Company
“TD (BVI)”	Top Dynamic (BVI) Ltd, a company incorporated in BVI with limited liability on 13 October 2009 and a wholly-owned subsidiary of our Company
“TD Int’l (BVI)”	Top Dynamic International (BVI) Ltd, a company incorporated in BVI with limited liability on 25 August 2009 and a wholly-owned subsidiary of our Company
“TD Trademarks”	our trademarks  and  which have been registered in Hong Kong and Japan and registration applications for which have been made in other jurisdictions as summarised in the sub-section headed “Appendix IV – Statutory and General Information – B. Further information about the business – Intellectual Property Rights” of this prospectus

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“Top Empire”	Top Empire Management Limited 德邦管理有限公司, a company incorporated in Hong Kong with limited liability on 18 March 2013 and a wholly-owned subsidiary of our Company
“Track Record Period”	the two financial years ended 31 December 2013 and 2014 and the three months ended 31 March 2015
“Transfer Agreements”	the deed of assignment and the trademark transfer agreement both dated 15 June 2015 and entered into between SEL and TD Electronics in respect of the transfer of the ST Mark at a consideration of HK\$2,600,000
“Underwriters”	the Underwriters of the Placing named in the sub-section headed “ <i>Underwriting – Underwriters</i> ” of this prospectus
“Underwriting Agreement”	the underwriting agreement dated 29 September 2015 relating to the Placing and entered into by our Company, Platinum Dynamic, Silver Dynamic, the executive Directors, the Sole Sponsor, the Sole Bookrunner, the Sole Lead Manager and the Underwriters, details of which are set out in the section headed “ <i>Underwriting</i> ” of this prospectus
“US” or “United States”	the United States of America
“US\$” or “US dollar(s)”	United States dollars, the lawful currency of the US
“VAT”	the value-added tax of the PRC (中華人民共和國增值稅)
“WFOE(s)”	wholly foreign owned enterprise(s)
“%”	per cent

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company names in Chinese or another language which are marked with “” and the Chinese translation of company names in English which are marked with “*” is for identification purpose only.*