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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: 8327)

CHANGE OF COMPLIANCE ADVISER

The board (the “**Board**”) of directors (the “**Directors**”) of Top Dynamic International Holdings Limited (the “**Company**”) hereby announces that the compliance adviser agreement with Celestial Capital Limited (“**Celestial Capital**”) dated 24 June 2015 has been terminated by mutual agreement with effect from 9 March 2017 (the “**Termination**”) as no consensus could be reached between the Company and Celestial Capital within 30 days pursuant to Rule 6A.26 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (“**GEM Listing Rules**”) for an adjustment to the level of fees payable by the Company to Celestial Capital for the compliance advisory services.

Save as disclosed in this announcement, the Board and Celestial Capital confirm that, as at the date of this announcement, there are no other matters relating to the Termination that are required to be drawn to the attention of the shareholders of the Company and the Stock Exchange.

The Board further announces that Vinco Capital Limited (formerly known as Grand Vinco Capital Limited) (“**Vinco Capital**”) has been appointed as the new compliance adviser to the Company as required pursuant to Rule 6A.27 of the GEM Listing Rules with effect from 9 March 2017 until the date, pursuant to Rule 6A.19 of the GEM Listing Rules, on which the Company complies with Rule 18.03 of the GEM Listing Rules in respect of the Company’s financial results for the second full financial year commencing after the date of initial listing of the Company (being the financial year ending 31 December 2017), or until the compliance adviser agreement entered into between the Company and Vinco Capital is terminated in accordance with its terms, whichever is earlier.

Vinco Capital is a licensed corporation to carry out types 1 (dealing in securities) and 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

By Order of the Board
Top Dynamic International Holdings Limited
Chow Hin Keong
Chairman

Hong Kong, 9 March 2017

As at the date of this announcement, the executive Directors are Mr. Chow Hin Keong and Mr. Chow Hin Kok; and the independent non-executive Directors are Ms. Wong Sau Ying, Ms. Chan Mei Po and Ms. Man Oi Yuk Yvonne.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

*This announcement will remain on the GEM website at **www.hkgem.com** on the “Latest Company Announcements” page for at least seven days from the date of its posting and will also be published on the Company’s website at **www.topdynamicintl.com**.*