

*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as those defined in the prospectus dated 28 April 2015 (the “**Prospectus**”) issued by Tic Tac International Holdings Company Limited (the “**Company**”).*

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Tic Tac International Holdings Company Limited

滴達國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares	:	200,000,000 Shares
Number of Public Offer Shares	:	20,000,000 Shares (subject to adjustment)
Number of Placing Shares	:	180,000,000 Shares (subject to adjustment)
Maximum Offer Price	:	HK\$0.8 per Offer Share plus brokerage fee of 1.0%, SFC transaction levy of 0.0027% and the 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	:	1470

Sole Sponsor



Sole Global Coordinator and Sole Bookrunner



Joint Lead Managers



Co-Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to (i) the Capitalisation Issue; (ii) the Share Offer; and (iii) the exercise of any options that may be granted under the Share Option Scheme. Assuming the Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 12 May 2015, it is expected that dealings in the Shares on the Main Board will commence at 9:00 a.m. on Tuesday, 12 May 2015.

The Share Offer comprises (i) the Public Offer of 20,000,000 Shares (subject to adjustment), representing 10% of the total number of Shares initially being offered in the Share Offer; and (ii) the Placing of 180,000,000 Shares (subject to adjustment), representing 90% of the total number of Shares initially being offered in the Share Offer. The allocation of the Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and Conditions of the Share Offer — Re-allocation between the Placing and the Public Offer” of the Prospectus.

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date HKSCC may choose. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will be not more than HK\$0.8 per Offer Share and is expected to be not less than HK\$0.6 per Offer Share unless otherwise announced. Applicants for the Public Offer Shares must pay the maximum Offer Price of HK\$0.8 per Offer Share plus brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% in full upon application for Shares under the terms set out in the Application Forms, subject to refund if the Offer Price as finally determined is less than HK\$0.8 per Offer Share.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who would like to have the allotted Public Offer Shares registered in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allotted Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should either (i) give **electronic application instructions** to HKSCC via CCASS, or (ii) complete and sign the **YELLOW** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 28 April 2015 until 12:00 noon on Monday, 4 May 2015 from:

(1) any of the following address of the Public Offer Underwriters:

Quam Securities Company Limited

18/F–19/F, China Building
29 Queen's Road Central
Hong Kong

Brilliant Norton Securities Company Limited

Room 804, 8/F., Jubilee Centre
46 Gloucester Road, Wan Chai
Hong Kong

Goldin Equities Limited

23/F Two International Finance Centre
8 Finance Street, Central
Hong Kong

Great Roc Capital Securities Limited

Suite 3712, 37th Floor
West Tower, Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

SBI China Capital Financial Services Limited

Unit A2, 32nd Floor, United Centre
95 Queensway
Hong Kong

(2) any of the following branches of Hang Seng Bank Limited, the receiving bank for the Public Offer:

District	Branch Name	Address
Hong Kong Island	Head Office	83 Des Voeux Road Central
	North Point Branch	335 King's Road
Kowloon	Tsimshatsui Branch	18 Carnarvon Road
	Yaumati Branch	363 Nathan Road

Copies of the Prospectus together with the **YELLOW** Application Form may be obtained during normal business hours from 9:00 a.m. on Tuesday, 28 April 2015 until 12:00 noon on Monday, 4 May 2015 from:

- (1) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (2) your stockbroker.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "HANG SENG (NOMINEE) LIMITED — TIC TAC INTERNATIONAL PUBLIC OFFER" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times on the following dates:

Tuesday, 28 April 2015	— 9:00 a.m. to 5:00 p.m.
Wednesday, 29 April 2015	— 9:00 a.m. to 5:00 p.m.
Thursday, 30 April 2015	— 9:00 a.m. to 5:00 p.m.
Saturday, 2 May 2015	— 9:00 a.m. to 1:00 p.m.
Monday, 4 May 2015	— 9:00 a.m. to 12:00 noon

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 28 April 2015 until 12:00 noon on Monday, 4 May 2015 or such later time as described in the section headed "How to apply for Public Offer Shares — 8. Effect of bad weather on the opening of the Application Lists" in the Prospectus.

Please refer to the sections respectively headed "Structure and Conditions of the Share Offer" and "How to apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the final Offer Price, the indication of the level of interest under the Placing, the level of applications under the Public Offer, and the basis of allocation of the Public Offer Shares on Monday, 11 May 2015 (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the Company's website at www.tictactime.com.hk; and (iv) on the website of the Stock Exchange at www.hkexnews.hk. The results of allocations in the Public Offer, including the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) and the number of Public Offer Shares successfully applied for under the **WHITE** and **YELLOW** Application Forms and by giving **electronic application instructions** to HKSCC via CCASS, will be made available in the manner as described in the section headed "How to apply for Public Offer Shares — 9. Publication of results" in the Prospectus.

The Company will not issue temporary documents of title of the Shares. Share certificates will only become valid at 8:00 a.m. on Tuesday, 12 May 2015 provided that the Share Offer has become unconditional and the right of termination described in the section headed "Underwriting —

Underwriting arrangements and expenses — Public Offer — Grounds for termination” in the Prospectus has not been exercised. No receipt will be issued for the sums paid on application. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 12 May 2015. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Company is 1470.

By order of the Board of
Tic Tac International Holdings Company Limited
Lam Man Wah
Chairman and executive Director

Hong Kong, 28 April 2015

As at the date of this announcement, the executive Directors are Mr. Lam Man Wah, Ms. Chan Ka Yee Elsa and Mr. Tsang Hok Man, and the independent non-executive Directors are Mr. Fung Tat Man, Mr. Cheng Kin Chung and Mr. Lo Wai Kei Wilkie.