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Prosper One Enterprises Limited

(Incorporated in the British Virgin Islands with limited liability)



**Tic Tac International Holdings
Company Limited**

滴達國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1470)

JOINT ANNOUNCEMENT

**(1) COMPLETION OF THE ACQUISITION OF 70.625% INTEREST IN
TIC TAC INTERNATIONAL HOLDINGS COMPANY LIMITED
BY THE OFFEROR**

(2) UNCONDITIONAL MANDATORY CASH OFFER BY



AND

 KINGSTON SECURITIES

**ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES
OF TIC TAC INTERNATIONAL HOLDINGS COMPANY LIMITED
(OTHER THAN THOSE ALREADY OWNED BY OR TO BE ACQUIRED
BY THE OFFEROR
AND PARTIES ACTING IN CONCERT WITH IT)**

AND

(3) DESPATCH OF COMPOSITE DOCUMENT

Joint Financial Advisers to the Offeror



 KINGSTON CORPORATE FINANCE

Financial Adviser to the Company



Reference is made to (i) the announcement dated 4 August 2017 (the “**Joint Announcement**”) jointly issued by Prosper One Enterprises Limited (the “**Offeror**”) and Tic Tac International Holdings Company Limited (the “**Company**”), in relation to, among others, the acquisition of Sale Shares and the Offer; and (ii) the second announcement also dated 4 August 2017 jointly issued by the Offeror and the Company in relation to the supplemental agreement to the Sale and Purchase Agreement dated 4 August 2017 (the “**Supplemental Agreement**”, together with the Sale and Purchase Agreement, the “**Agreements**”) and the appointment of independent financial adviser of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those used in the Joint Announcement.

COMPLETION OF THE TRANSACTIONS UNDER THE AGREEMENTS

The Company (as notified by the Vendor) and the Offeror are pleased to announce that all Conditions under the Agreements have been fulfilled and the Completion under the Agreements took place on 15 August 2017. Pursuant to the Agreements, the Offeror has acquired 565,000,000 Shares, representing 70.625% of the total number of Shares of the Company as at the date of this joint announcement at a total Consideration of HK\$534,375,000, equivalent to approximately HK\$0.9458 per Sale Share.

UNCONDITIONAL MANDATORY CASH OFFER

Immediately upon the Completion of the Agreements, the Offeror and parties acting in concert with it become interested in 565,000,000 Shares, representing 70.625% of the total number of Shares of the Company. Pursuant to Rule 26.1 of the Takeovers Code, upon Completion, the Offeror is required to make an unconditional mandatory cash offer for all the issued Shares (other than those already owned by or to be acquired by the Offeror and parties acting in concert with it). Changjiang Corporate Finance and Kingston Securities will make the Offer jointly on behalf of the Offeror to acquire the Offer Shares in compliance with the Takeovers Code at HK\$0.9458 for each Offer Share.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document together with the accompanying form of acceptance will be despatched on or before 25 August 2017. Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company in due course.

By order of the board of
Prosper One Enterprises Limited
Meng Guangyin
Director

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

Hong Kong, 15 August 2017

As at the date of this joint announcement, the Board comprises Mr. Lam Man Wah (Chairman), Ms. Chan Ka Yee, Elsa, Mr. Tsang Hok Man being the executive Directors, and Mr. Chong Man Leung, Mr. Fung Tat Man and Mr. Lo Wai Kei, Wilkie being the independent non-executive Directors.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, Mr. Meng Guangyin is the sole director of the Offeror.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.