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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

**SUPPLEMENTAL AGREEMENT TO THE SALE AND
PURCHASE AGREEMENT IN RELATION TO
THE ACQUISITION OF 70.625% INTEREST IN TIC TAC INTERNATIONAL
HOLDINGS COMPANY LIMITED BY THE OFFEROR**

AND

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Joint Financial Advisers to the Offeror



Financial Adviser to the Company



Reference is made to 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 sale and purchase of the Sale Shares and the Offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those used in the Joint Announcement.

SUPPLEMENTAL AGREEMENT

As disclosed in the Joint Announcement, it was the intention of the Vendor and the Offeror that the proposed date of Completion will be postponed to a mutually agreed date.

On 4 August 2017, the Vendor and the Offeror entered into a supplemental agreement to the Sale and Purchase Agreement, pursuant to which, among other matters, subject to fulfilment or waiver (as the case may be) of the Conditions, the date of Completion shall be postponed to 15 August 2017 (or such other earlier date as the Offeror and the Vendor may agree in writing). Save as disclosed herein, all other information relating to the Sale and Purchase Agreement disclosed in the Joint Announcement remains unchanged.

Further announcement will be made by the Company and the Offeror upon the Completion.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.1 of the Takeovers Code, the Board announces that Octal Capital Limited (“**Octal Capital**”), a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed as the independent financial adviser of the Company to advise the Independent Board Committee in respect of the Offer and to make recommendations to the Independent Shareholders on whether the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned. The appointment of Octal Capital as the independent financial adviser of the Company has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

The letter of independent advice and recommendation from the Independent Financial Adviser to the Independent Board Committee will be included in the Composite Document to be despatched jointly by the Company and the Offeror to the Shareholders in accordance with the requirements under the Takeovers Code and the Listing Rules.

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, 4 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.