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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

**DESPATCH OF THE COMPOSITE DOCUMENT
IN RELATION TO COMPOSITE DOCUMENT RELATING TO
UNCONDITIONAL MANDATORY CASH OFFER BY**



AND

KINGSTON SECURITIES

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

Joint Financial Advisers to the Offeror



Financial Adviser to the Company



Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders



DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document together with the Form of Acceptance in connection with the Offer have been despatched to the Independent Shareholders on Wednesday, 6 September 2017 in accordance with the Takeovers Code.

Independent Shareholders are strongly advised to read the Composite Document carefully, including the letter from the Independent Board Committee and the letter of independent advice from Octal Capital, the Independent Financial Adviser to the Independent Board Committee, before deciding whether or not to accept the Offer.

Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

INTRODUCTION

References are made to the two announcements both dated 4 August 2017, the announcements dated 15 August 2017 and 25 August 2017 in relation to the unconditional mandatory cash offer and the composite offer and response document dated 6 September 2017 (the “**Composite Document**”) jointly issued by Prosper One Enterprises Limited (the “**Offeror**”) and Tic Tac International Holdings Company Limited (the “**Company**”), in relation to, among other things, the Offer. Capitalised terms used herein have the same meanings as those defined in the Composite Document unless the context otherwise requires.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document together with the Form of Acceptance in connection with the Offer have been despatched to the Independent Shareholders on Wednesday, 6 September 2017 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable set out below as extracted from the Composite Document is indicative only and is subject to changes. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate.

Despatch date of this Composite Document and the Form
of Acceptance and commencement date of the Offer (*Note 1*) Wednesday, 6 September 2017

Offer opens for acceptance (*Note 1*) Wednesday, 6 September 2017

Closing Date (*Note 2*) Wednesday, 27 September 2017

Latest time and date for acceptance of the Offer (*Note 2*) 4:00 p.m. on
Wednesday, 27 September 2017

Announcement of the results of the Offer to be published
on the website of the Stock Exchange (*Note 2*) no later than 7:00 p.m. on
Wednesday, 27 September 2017

Latest date of posting of remittances in respect of
valid acceptances received under the Offer (*Note 3*) Tuesday, 10 October 2017

Notes:

1. The Offer, which is unconditional in all respects, is made on the date of posting of this Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date.
2. The Offer, which is unconditional, will be closed on the Closing Date. The latest time for acceptance is at 4:00 p.m. on 27 September 2017 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued on the website of the Stock Exchange by 7:00 p.m. on 27 September 2017 stating whether the Offer has been revised or extended or has expired. In the event that the Offeror decides that the Offer will remain open until further notice, a notice by way of an announcement will be given not less than 14 days before the Offer is closed to those Shareholders who have not accepted the Offer.
3. Remittances in respect of the cash consideration payable for the Shares tendered under the Offer will be made as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar from the Shareholders accepting the Offer of all documents to render the acceptance valid in accordance with the Takeovers Code.
4. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in the section headed “Further terms of acceptance of the Offer — Right of withdrawal” in Appendix I to this Composite Document.
5. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer, and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer, and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

All references to dates and times contained in the Composite Document and the Form of Acceptance refer to Hong Kong dates and times.

Independent Shareholders are strongly advised to read the Composite Document carefully, including the letter from the Independent Board Committee and the letter of independent advice from Octal Capital, the Independent Financial Adviser to the Independent Board Committee, before deciding whether or not to accept the Offer.

Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

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, 6 September 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.