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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) PROPOSED CHANGE OF COMPANY NAME

AND

(2) CLARIFICATION TO THE COMPOSITE DOCUMENT

RELATING TO UNCONDITIONAL MANDATORY CASH OFFER BY

CHANGJIANG CORPORATE FINANCE (HK) LIMITED AND

KINGSTON SECURITIES LIMITED 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)

(1) PROPOSED CHANGE OF COMPANY NAME

The board of directors (the “**Board**”) of Tic Tac International Holdings Company Limited (the “**Company**”) proposes (i) to change the English name of the Company from “Tic Tac International Holdings Company Limited” to “Prosper One International Holdings Company Limited”; and (ii) to adopt the Chinese name of “富一國際控股有限公司” in place of its existing Chinese name “滴達國際控股有限公司” to be used for identification purposes only (together, the “**Proposed Change of Company Name**”).

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following conditions:

- (i) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) approving the Proposed Change of Company Name at an extraordinary general meeting of the Company (the “**EGM**”); and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Proposed Change of Company Name and the new English name being entered in the register of companies by the Registrar of Companies in the Cayman Islands.

The relevant filings with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name of the Company on the register of companies in place of the former English name of the Company and issues a certificate of incorporation on change of name. Thereafter, the Company will carry out any necessary filing and registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Proposed Change of Company Name

The Company is an investment holding company. The Company’s subsidiaries are principally engaged in retail and wholesale of watches in Hong Kong.

The Board considers that the Proposed Change of Company Name will benefit the Company’s future business development and better reflect a fresh new corporate identity and image which is in the interests of the Company and the Shareholders as a whole.

Effects of Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the present name of the Company shall continue to be good evidence of legal title to such shares and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, all new share certificates will be issued under the new name of the Company.

In addition, subject to the confirmation of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the English and Chinese stock short names for trading in the shares of the Company (the “**Shares**”) on the Stock Exchange will also be changed after the Proposed Change of Company Name has become effective.

Closure of register of members and EGM

The Company proposed to hold the EGM to approve the special resolution for the Proposed Change of Company Name on Monday, 16 October 2017. The register of members of the Company will be closed from Tuesday, 10 October 2017 to Monday, 16 October 2017 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attendance of and voting at the EGM, all completed share transfer documents together with the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Monday, 9 October 2017.

A circular containing, among other things, details of the Proposed Change of Company Name and a notice convening the EGM and related proxy form will be despatched to the Shareholders as soon as practicable.

Further announcement(s) will be made in relation to the poll results of the EGM, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange as and when appropriate.

(2) SUPPLEMENTAL INFORMATION AND CLARIFICATION TO THE COMPOSITE DOCUMENT

Reference is made to the composite offer and response document (the “**Composite Document**”) jointly issued by the Company and Prosper One Enterprises Limited (the “**Offeror**”) dated 6 September 2017 in relation to, among others, the Offer. Unless otherwise defined, capitalised terms used below shall have the same meanings as those used in the Composite Document.

The Company and the Offeror would like to provide and clarify additional information to Shareholders and potential investors in relation to the Composite Document.

The Offeror would like to supplement and confirm that, as at the Latest Practicable Date:

- (i) save for the Sale Shares, the Changjiang Pledged Shares and the Kingston Pledged Shares, there was no agreement, arrangement or understanding that any securities acquired in pursuance of the Offer would be transferred, charged or pledged to any person;

- (ii) save for (a) the Agreements; (b) the Changjiang Offer Facility; and (c) the Kingston Offer Facility, there was no arrangement (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code existed between the Offeror, or any persons acting in concert with it, and any other person, no matter whether such arrangement might or might not be material to the Offer; and
- (iii) none of (a) the Offeror; (b) the Offeror's director; (c) any persons acting in concert with the Offeror; (d) any persons who, prior to the posting of the Composite Document, who have irrevocably committed themselves to accept or reject the Offer; and (e) a person with whom the Offeror or any person acting in concert with the Offeror has any arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code has dealt for value in the Shares during the Relevant Period.

The Company would like to supplement and confirm that, as at the Latest Practicable Date:

- (i) none of the Company nor any of its Directors had any interest in the shares of the Offeror or any convertible securities, warrants, options or derivatives issued by the Offeror, and no such person had dealt in the shares of the Offeror or any convertible securities, warrants, options or derivatives issued by the Offeror during the Relevant Period;
- (ii) no Shares or any convertible securities, warrants, options or derivatives issued by the Company was owned or controlled by a subsidiary of the Company or by a pension fund (if any) of any member of the Group or by an adviser to the Company as specified in class (2) of the definition of "associate" under the Takeovers Code or by the Independent Financial Adviser, and no such person had dealt in the Shares or any convertible securities, warrants, options or derivatives issued by the Company during the Relevant Period;
- (iii) no Shares or any convertible securities, warrants, options or derivatives issued by the Company was owned or controlled by a person who has an arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code existed between the Company, or any person who is an associate of the Company by virtue of classes (1), (2), (3) and (4) of the definition of "associate" under the Takeovers Code, and any other person; and no such person had dealt in the Shares or any convertible securities, warrants, options or derivatives issued by the Company during the Relevant Period;
- (iv) no Shares or any convertible securities, warrants, options or derivatives issued by the Company was managed on a discretionary basis by fund managers (other than exempted fund managers) (if any) connected with the Company, and no such person had dealt in the Shares or any convertible securities, warrants, options or derivatives issued by the Company during the Relevant Period; and

- (v) none of the Company nor any of its Directors has borrowed or lent any Shares or any convertible securities, warrants, options or derivatives issued by the Company during the Relevant Period.

Save as disclosed above, all information set out in the Composite Document remains unchanged.

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 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, Mr. Meng Guangyin, Mr. Meng Bo, Mr. Yang Haoju, Mr. Yan Yongjian, Mr. Huang Lei, Mr. Liu Guoqing, Mr. Liu Jiaqiang and Mr. He Guangrui 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.