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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**

**(I) CLOSE OF UNCONDITIONAL MANDATORY CASH OFFER BY**



AND



**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 ACQUIRED BY  
PROSPER ONE ENTERPRISES LIMITED AND PARTIES ACTING IN CONCERT WITH IT)  
(II) SUSPENSION OF TRADING**

**Joint financial advisers to the Offeror**



**Financial adviser to the Company**



References are made to the two announcements both dated 4 August 2017, the announcement dated 15 August 2017, the composite offer and response document dated 6 September 2017 (the “**Composite Document**”), and the announcement dated 15 September 2017 of Prosper One Enterprises Limited (the “**Offeror**”) and Tic Tac International Holdings Company Limited (the “**Company**”), in relation to, among others, the Offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **CLOSE OF THE OFFER**

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Wednesday, 27 September 2017. The Offer has not been revised or extended by the Offeror.

As at 4:00 p.m. on Wednesday, 27 September 2017, being the latest time for acceptance of the Offer, valid acceptances of the Offer have been received in respect of 124,940,000 Offer Shares, representing approximately 15.618% of the entire issued share capital of the Company as at the date of this joint announcement.

## **SETTLEMENT OF THE OFFER**

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days after the date of receipt by the Registrar of the duly completed forms of acceptance of the Offer and the relevant documents of title of the Offer Shares in respect of such acceptances to render such acceptances under the Offer complete and valid.

The latest date for posting of remittances in respect of valid acceptances received under the Offer is Tuesday, 10 October 2017.

## **SHAREHOLDING OF THE COMPANY**

Immediately before the commencement of the Offer Period, save for the Offeror's interest in the Sale Shares (i.e. a total of 565,000,000 Shares, representing 70.625% of the total issued share capital of the Company as at the date of this joint announcement) pursuant to the Agreements, the Offeror and parties acting in concert with it did not hold, control or direct any Shares and rights over Shares.

Immediately upon the close of the Offer, taking into account the valid acceptances in respect of 124,940,000 Offer Shares under the Offer, the Offeror and parties acting in concert with it are interested in an aggregate of 689,940,000 Shares, representing approximately 86.243% of the entire issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, the Offeror and parties acting in concert with it did not acquire or agree to acquire any Shares or rights over Shares during the Offer Period. None of the Offeror nor any person acting in concert with it had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

The following table sets out the shareholding structure of the Company (i) immediately upon the Completion but prior to the making of the Offer; and (ii) immediately upon the close of the Offer (subject to the completion of the transfer of the Offer Shares tendered under the Offer to the Offeror) and as at the date of this joint announcement:

|  | <b>Immediately upon<br/>the Completion but prior to<br/>the making of the Offer</b> |   | <b>Immediately upon the close<br/>of the Offer (subject to the<br/>completion of the transfer of<br/>the Offer Shares tendered<br/>under the Offer to the<br/>Offeror) and as at the date<br/>of this joint announcement</b> |   |
|--|---|---|--|---|
|  | <i>Number of<br/>Shares held</i>  | <i>Approximate<br/>% of Shares<br/>in issue</i> | <i>Number of<br/>Shares held</i>   | <i>Approximate<br/>% of Shares<br/>in issue</i> |
| The Offeror and parties acting<br>in concert with it | 565,000,000   | 70.625  | 689,940,000  | 86.243  |
| Other Shareholders                                   | <u>235,000,000</u>  | <u>29.375</u>                                   | <u>110,060,000</u>   | <u>13.757</u>                                   |
| Total  | <u>800,000,000</u>  | <u>100.000</u>                                  | <u>800,000,000</u>   | <u>100.000</u>                                  |

#### **PUBLIC FLOAT OF THE COMPANY**

Upon the close of the Offer, subject to the due registration by the Registrar of the transfer of 124,940,000 Shares in respect of which valid acceptances were received, 110,060,000 Shares, representing approximately 13.757% of the issued share capital of the Company, are held by the public (as defined under the Listing Rules).

Accordingly, as at the date of this joint announcement, the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules is not satisfied. The Company will make an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1) of the Listing Rules.

## SUSPENSION OF TRADING

Pursuant to Note 1 to Rule 8.08(1)(b) of the Listing Rules, trading in the Shares will be suspended since the percentage of public float falls below 15% following the close of the Offer. At the request of the Company, trading in the Shares on the Stock Exchange will be suspended with effect from 9:00 a.m. on 28 September 2017. Further announcement(s) will be made by the Company regarding restoration of public float and resumption of trading in the Shares as soon as possible.

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, 27 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, Mr. Lo Wai Kei, Wilkie, Mr. Chan, Yee Ping Michael, Mr. Tian Zhiyuan and Mr. Hu Jinrui 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.*