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Tam Jai International Co. Limited

譚仔國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2217)

PROFIT WARNING ANNOUNCEMENT

This announcement is made by Tam Jai International Co. Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”).

The board (“**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the preliminary assessment of the unaudited consolidated management accounts of the Group for the year ended 31 March 2025 (the “**Reporting Period**”) and other information currently available to the Board, it is expected that the Group will record a decrease in the profit attributable to the Shareholders for the Reporting Period in the range of approximately 30% to 35% as compared to the year ended 31 March 2024 (the “**Profit Warning**”).

The decrease in the Group’s profit for the Reporting Period was mainly attributable to the following reasons:

- (1) During the Reporting Period, the Group operated in a competitive landscape in Hong Kong, marked by a sluggish economy and increasing northbound travel among local residents. Like other catering groups, the Group had to introduce more appealing promotions to draw foot traffic and sustain revenue performance. The entry of a new delivery platform disrupted the catering landscape, leading to a higher proportion of orders through these platforms for the Group. As a result, the increased discount offerings, along with higher commissions and handling fees from third-party delivery services, had a notable impact on the Group’s profitability during the Reporting Period.

- (2) In Mainland China and Singapore, the Group also faced significant challenges due to weak consumer sentiment and intense competition, resulting in reduced revenue and profitability in these markets during the Reporting Period. In response to these prolonged operating challenges, the Group strategically downsized its regional offices and restaurant networks in Singapore and Mainland China. Although this initiative aims to enable the Group to preserve financial strength and reallocate resources to markets with higher growth potential, it also incurred substantial one-off closure expenses that deepened the losses for the Group's overseas business.

As of the date of this announcement, the Company is still in the process of finalising the annual results of the Group for the Reporting Period. The information contained in this announcement is based solely on a preliminary review of the unaudited consolidated management accounts of the Group for the Reporting Period, which have not been finalised or reviewed by the Company's auditors or the audit committee of the Company. The actual financial results of the Group for the Reporting Period may be different from those disclosed in this announcement. Shareholders and potential investors are advised to read carefully the annual results announcement of the Company for the Reporting Period (the “**Annual Results Announcement**”), which is expected to be published by the Company in May 2025.

Reference is also made to (a) the joint announcement issued by Toridoll Holding Limited (the “**Offeror**”) and the Company dated 17 February 2025 in relation to, amongst other things, the proposal for the privatisation of the Company by the Offeror by way of the Scheme (the “**Proposal**”), and the withdrawal of listing of the Shares from the Stock Exchange (the “**Rule 3.5 Announcement**”); and (b) the joint announcement issued by the Offeror and the Company dated 10 March 2025 in relation to the delay in despatch of the Scheme Document. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Rule 3.5 Announcement.

The Profit Warning included in this announcement constitutes a profit forecast under Rule 10 of the Takeovers Code and should therefore be reported on by the Company's financial advisers and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code. In view of the requirements of timely disclosure of inside information under Rule 13.09(2)(a) of the Listing Rules and pursuant to Part XIVA of the SFO, the Company is required to issue this announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the reporting requirements set out in Rule 10.4 of the Takeovers Code.

Under Rule 10.4 of the Takeovers Code and Practice Note 2 issued by the Takeovers Executive of the SFC, if a profit forecast is made during an offer period and is first published in an announcement, it must be repeated in full, together with the reports from the Company's financial advisers and auditors or accountants on the said profit forecast, in the next document in connection with the Proposal to be sent to the Shareholders by the Company. In the event that a document in connection with the Proposal, for example the Scheme Document, is sent to the Shareholders prior to the publication of the Annual Results Announcement, the Profit Warning will be reported on in accordance with Rule 10.4 of the Takeovers Code by the Company's financial advisers and its auditors or accountants and the relevant reports will be contained in the Scheme Document. However, in the event that the Annual Results Announcement (to which the Profit Warning relates), which fall within the ambit of Rule 10.9 of the Takeovers Code, is published prior to the despatch of the Scheme Document and the relevant annual

results of the Company together with the notes to the financial statements are incorporated by reference in the Scheme Document, the requirements to report on the Profit Warning under Rule 10.4 of the Takeovers Code will no longer apply.

WARNING: The Profit Warning in this announcement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the Proposal. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their positions should consult their professional advisers.

By order of the Board
Tam Jai International Co. Limited
Lau Tat Man
Chairman of the Board and Chief Executive Officer

Hong Kong, 25 April 2025

As at the date of this announcement, the executive Directors are Mr. Lau Tat Man, Ms. Chan Ping, Rita and Mr. Yeung Siu Cheong, the non-executive Directors are Mr. Sugiyama Takashi, Mr. Someya Norifumi and Mr. Hatamoto Toru, and the independent non-executive Directors are Mr. Lee Kwok Ming, Mr. Loo Kwok Wing and Mr. Yeung Yiu Keung.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.