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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)

**FINANCIAL RESULTS OF THE CONTROLLING SHAREHOLDER TORIDOLL
HOLDINGS CORPORATION FOR THE YEAR ENDED 31 MARCH 2025
AND
CHANGE OF NON-EXECUTIVE DIRECTORS**

This announcement is made by Tam Jai International Co. Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”, “**we**” or “**our**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”). Unless otherwise defined, capitalised terms used in this announcement have the same meanings as those defined in the joint announcement dated 17 February 2025 issued by Toridoll Holding Limited (the “**Offeror**”) and the Company in relation to, among others, 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**”).

**(1) FINANCIAL RESULTS OF THE CONTROLLING SHAREHOLDER FOR THE YEAR
ENDED 31 MARCH 2025**

The Company’s controlling shareholder, Toridoll Holdings Corporation (“**Toridoll Japan**”), whose shares are listed on the Tokyo Stock Exchange, Inc., publishes quarterly and annual financial results announcements pursuant to the applicable disclosure requirements in Japan. Such filing contains, among others, periodic financial information of Toridoll Japan prepared in accordance with the International Financial Reporting Standards (“**IFRS**”) on a consolidated basis, explanatory statements on such financial information, and certain operating statistics and plans about the operation of its business segments. Toridoll Japan’s announcements and financial reports are available in the public domain.

Toridoll Japan has announced and filed its financial results (the “**Toridoll Japan Financial Results**”) for the year ended 31 March 2025 (the “**Period**”) on 15 May 2025 (at about 12:10 p.m. Hong Kong time). On the same day, Toridoll Japan has also posted presentation materials in

respect of the Toridoll Japan Financial Results on its website (together with the Toridoll Japan Financial Results, the “**Toridoll Japan Disclosures**”). The Toridoll Japan Disclosures include certain financial and operational information which covers the Group. If you wish to review the Toridoll Japan Disclosures, please visit <https://www.toridoll.com/en/ir/account/index.html>.

The Toridoll Japan Financial Results were prepared in accordance with IFRS on a consolidated basis without taking into account the impact or effect of any intra-group transactions that are otherwise relevant for the purpose of the Group’s reporting and disclosure under the Hong Kong Financial Reporting Standards and the Listing Rules. As such, the financial results and related information set forth in the Toridoll Japan Disclosures, to the extent that they relate to the Group, are not directly comparable to the financial results and related financial information that the Company will disclose as a company whose shares are listed on the Main Board of the Stock Exchange.

The Toridoll Japan Disclosures contain forward-looking financial estimates and/or management targets relating to its overseas business segment. Such estimates and targets include, among others, the estimated revenue, profit and profit margin for the year ending 31 March 2026 and certain plans of Toridoll Japan’s overseas business segment. Toridoll Japan has full and independent discretion as to the determination of such forward-looking information by considering factors which Toridoll Japan considers appropriate and relevant for its reporting and disclosure purposes. Forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future and, accordingly, the Company’s financial results may differ from those expressed in any forward-looking statements made by Toridoll Japan (including the Toridoll Japan Disclosures). In light of the risks and uncertainties, the inclusion of forward-looking information in the Toridoll Japan Disclosures should not be regarded as representation by the Board or the Company that the plans and objectives will be achieved.

The following is a summary of (i) the selected financial information of the overseas business segment of Toridoll Japan for each of the years ended 31 March 2024 and 2025 extracted from the Toridoll Japan Financial Results; and (ii) the corresponding consolidated financial information of the Group:

	Year ended 31 March	
	2025	2024
	<i>JPY (million)</i>	<i>JPY (million)</i>
Overseas segment of Toridoll Japan		
Revenue	104,674	88,637
Business profit	2,524	2,724 ^(Note)
	<i>HK\$ (million)</i>	<i>HK\$ (million)</i>
The Group		
Revenue	2,843	2,748
Profit after tax	80	119

Note: During the Period, Toridoll Japan made revision to, among others, the business profit in its overseas segment for the year ended 31 March 2024. The comparative figure for the business profit for the overseas segment of Toridoll Japan for year ended 31 March 2024 as shown in this announcement is therefore different from that shown in the announcement of the Company dated 14 May 2024. For details of the revision made, please refer to the Toridoll Japan Disclosures.

Shareholders and potential investors of the Company are advised not to place undue reliance on the contents of the Toridoll Japan Disclosures and this announcement and to exercise caution when dealing in the securities of the Company.

(2) CHANGE OF NON-EXECUTIVE DIRECTORS

Reference is made to (a) the Rule 3.5 Announcement; (b) the joint announcement dated 10 March 2025 issued by the Offeror and the Company in relation to the delay in despatch of the Scheme Document; and (c) the joint announcements dated 10 April 2025 and 9 May 2025 respectively issued by the Offeror and the Company in relation to the monthly update on the Proposal.

The Board announces that, with effect from 15 May 2025:

- (1) Mr. Sugiyama Takashi (“**Mr. Sugiyama**”) has resigned as a non-executive Director; and
- (2) Mr. Yamaguchi Satoshi has been appointed as a non-executive Director.

The Board announces that Mr. Sugiyama has resigned as a non-executive Director with effect from 15 May 2025, due to the change of work arrangements.

Pursuant to Rule 7 of the Takeovers Code, once a bona fide offer has been communicated to the board of the offeree company or the board of the offeree company has reason to believe that a bona fide offer is imminent, except with the consent of the Executive, the resignation of any directors of an offeree company should not take effect until after the publication of the closing announcement on the first closing date of the offer, or the publication of the announcement that the offer has become or been declared unconditional, whichever is later. Pursuant to Note 2 to Rule 7 of the Takeovers Code, the Executive will normally consent to the resignation of a director if the offeror is a controlling shareholder before the commencement of the offer period except when such director is eligible to serve on the independent board committee established under Rule 2.1 of the Takeovers Code in relation to the Proposal.

The Company therefore applied for, and the Executive has granted its consent in respect of Mr. Sugiyama’s proposed resignation pursuant to Rule 7 of the Takeovers Code on 14 May 2025, and Mr. Sugiyama has tendered his resignation to the Company thereafter. Mr. Sugiyama’s resignation will be effective on 15 May 2025.

Mr. Sugiyama has confirmed that he has no disagreement with the Board and that there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Sugiyama for his valuable contributions to the Group during his tenure of office.

APPOINTMENT OF DIRECTOR

The Board also announces that with effect from 15 May 2025, Mr. Yamaguchi Satoshi (山口聡) (“**Mr. Yamaguchi**”) has been appointed as a non-executive Director.

The biographical details of Mr. Yamaguchi are set out as follows:

Mr. Yamaguchi Satoshi (山口聡), aged 50, is a holder of a bachelor’s degree in commerce majoring in accounting from Chuo University in Japan since March 1997.

Mr. Yamaguchi joined Toridoll Japan, a controlling shareholder of the Company, in 2020 as general manager of the finance department, administration headquarters, and is currently serving as a director, chief financial officer and general manager of the finance division and general manager of the finance department of Toridoll Japan. Mr. Yamaguchi has over 25 years of professional experience in the development and implementation of initiatives related to financial strategies and corporate planning. Prior to joining Toridoll Japan, Mr. Yamaguchi contributed his expertise to several organizations, including Nippon Leasing Co., Ltd. (currently known as Sumitomo Mitsui Finance and Leasing Co., Ltd., a subsidiary of Sumitomo Mitsui Financial Group, Inc., being a company listed on the Tokyo Stock Exchange (stock code: 80530)), MP Technologies Co., Ltd. (currently known as Ascentec Co., Ltd., a company listed on the Tokyo Stock Exchange (stock code: 3565)), J. Payment CO., LTD., P&E Directions Co., Ltd and Japan Display Inc. (a company listed on the Tokyo Stock Exchange, stock code: 6780).

Mr. Yamaguchi has entered into a letter of appointment with the Company in respect of his appointment as a non-executive Director for a term of three years commencing from 15 May 2025. Under the terms of such appointment letter, Mr. Yamaguchi will not receive remuneration for holding his office as a non-executive Director. Pursuant to the articles of association of the Company, Mr. Yamaguchi shall hold office until the forthcoming annual general meeting of the Company and shall then be eligible for re-election at such meeting.

As at the date of this announcement, Mr. Yamaguchi has the following interests in the shares of the Company (the “**Share(s)**”) within the meaning of Part XV of the SFO:

Name of associated corporation	Nature of interest	Total number of shares of associated corporation interested	Approximate % of shareholding in associated corporation
Toridoll Japan	Beneficial owner	2,636 ^(Note)	0.00%

Note: These shares represent the shares of Toridoll Japan granted to him pursuant to an employee benefits scheme of Toridoll Japan.

Save as disclosed above, as at the date of this announcement, Mr. Yamaguchi confirmed that (i) he does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; (ii) he does not have and is not deemed to have any other interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO; (iii) he has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) he does not have any other major appointments and professional qualifications; (v) he does not hold any other positions with any members of the Group; and (vi) there is no other information in relation to his appointment that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in connection with his appointment that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to welcome Mr. Yamaguchi to join the Board and believes that Mr. Yamaguchi will provide valuable contributions to the business development of the Group.

By Order of the Board
Tam Jai International Co. Limited
Lau Tat Man

Chairman of the Board and Chief Executive Officer

Hong Kong, 15 May 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. Yamaguchi Satoshi, 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.