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**TORIDOLL HOLDING LIMITED**

**東利多控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**Tam Jai International Co. Limited**

**譚仔國際有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 2217)**

## **JOINT ANNOUNCEMENT**

**(1) EFFECTIVE DATE OF THE SCHEME**

**(2) THE OPTION OFFER BECAME UNCONDITIONAL**

**(3) DATE OF WITHDRAWAL OF LISTING OF**

**TAM JAI INTERNATIONAL CO. LIMITED**

**AND**

**(3) DESPATCH OF CHEQUES UNDER THE SCHEME AND**

**THE OPTION OFFER**

**Financial Adviser to the Offeror**



**Financial Adviser to the Company**



**SOMERLEY CAPITAL LIMITED**

**Independent Financial Adviser to the Independent Board Committee**



## INTRODUCTION

References are made to (a) the scheme document jointly issued by Toridoll Holding Limited (the “**Offeror**”) and Tam Jai International Co. Limited (the “**Company**”) dated 6 June 2025 (the “**Scheme Document**”) in relation to, among other things, (i) the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under section 673 of the Companies Ordinance; and (ii) the proposed withdrawal of listing of the Shares from the Stock Exchange; (b) the announcement jointly issued by the Offeror and the Company dated 30 June 2025 in relation to, among other things, the results of the Court Meeting and the EGM; and (c) the announcement jointly issued by the Offeror and the Company dated 13 August 2025 in relation to, among other things, the sanction of the Scheme by the High Court (the “**Sanction Announcement**”). Capitalised terms used herein shall have the same meanings as defined in the Scheme Document and the Sanction Announcement unless otherwise defined herein.

## EFFECTIVE DATE OF THE SCHEME

As set out in the Sanction Announcement, the Scheme was sanctioned without modification by the High Court at the Court Hearing held on Wednesday, 13 August 2025. The Capital Reduction was also confirmed by the High Court on the same day.

An office copy of the Order, together with the Minute and the Return were registered by the Registrar of Companies on Friday, 15 August 2025.

All the Conditions set out in the section headed “5. Conditions of the Proposal and the Scheme” in the Explanatory Statement in Part VII of the Scheme Document have been fulfilled and the Scheme became effective on Friday, 15 August 2025.

## THE OPTION OFFER BECAME UNCONDITIONAL

As at 4:00 p.m. on Thursday, 7 August 2025, being the latest time for lodging the Form of Acceptance in relation to the Option Offer, valid acceptances of the Option Offer in respect of 4,158,410 Share Options (representing approximately 97.38% of all the outstanding Share Options) have been received. For the 112,000 Share Options in respect of which no valid acceptances of the Option Offer were received by the Company, they have lapsed on Friday, 15 August 2025 in accordance with the rules of the Share Option Schemes. As the Option Offer is conditional upon the Scheme becoming effective, the Option Offer became unconditional on Friday, 15 August 2025 and all outstanding Share Options are cancelled.

## **WITHDRAWAL OF LISTING OF THE SHARES**

Pursuant to the approval of the Stock Exchange, the listing of the Shares on the Main Board of the Stock Exchange will be withdrawn with effect from 4:00 p.m. on Tuesday, 19 August 2025.

## **DESPATCH OF CHEQUES UNDER THE SCHEME AND THE OPTION OFFER**

Cheques for payment of the Cancellation Price to the Scheme Shareholders will be despatched no later than seven (7) Business Days after the Effective Date, i.e. no later than Tuesday, 26 August 2025, by ordinary post in postage pre-paid envelopes addressed to the person(s) entitled thereto at their respective addresses as appearing on the Register as at the Scheme Record Date or, in the case of joint holders, at the address appearing on the Register as at the Scheme Record Date of the joint holder whose name then stands first in the Register in respect of the relevant joint holding.

Cheques for payment of the Option Offer Price to the Option Holders who have accepted the Option Offer will be despatched no later than seven (7) Business Days after the Effective Date, i.e. no later than Tuesday, 26 August 2025, by ordinary post in postage pre-paid envelopes addressed to the person(s) entitled thereto at their respective last known addresses as notified by the Option Holders to the Group.

Cheques shall be posted at the risk of the person(s) entitled thereto and none of the Offeror, the Company, Daiwa, Somerley, the Independent Financial Adviser and the Share Registrar and their respective directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible for any loss or delay in transmission.

By the order of the board of directors

**Toridoll Holding Limited**

**Tomohiro Shinya**

*Director*

By the order of the Board

**Tam Jai International Co. Limited**

**Lau Tat Man**

*Chairman of the Board and  
Chief Executive Officer*

Hong Kong, 15 August 2025

*As at the date of this joint announcement, the Board comprises Mr. Lau Tat Man, Ms. Chan Ping, Rita, and Mr. Yeung Siu Cheong as executive Directors; Mr. Yamaguchi Satoshi, Mr. Someya Norifumi and Mr. Hatamoto Toru as non-executive Directors; and Mr. Lee Kwok Ming, Mr. Loo Kwok Wing and Mr. Yeung Yiu Keung as independent non-executive Directors.*

*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 the Offeror Concert Parties) and confirm, having made all reasonable inquiries, that, to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the directors of the*

*Offeror in their capacity as such) 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, the directors of the Offeror are Mr. Nawata Shoji and Mr. Tomohiro Shinya.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) 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.*