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**MARCHING GREAT LIMITED PT International Development Corporation Limited\***

*(Incorporated in the British Virgin Islands  
with limited liability)*

**保德國際發展企業有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 372)**

**JOINT ANNOUNCEMENT**

**VOLUNTARY CONDITIONAL CASH OFFER BY  
HEAD & SHOULDERS SECURITIES LIMITED FOR  
AND ON BEHALF OF MARCHING GREAT LIMITED TO  
ACQUIRE ALL THE ISSUED SHARES OF  
PT INTERNATIONAL DEVELOPMENT CORPORATION LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED BY  
MARCHING GREAT LIMITED AND PARTIES ACTING  
IN CONCERT WITH IT)**

**(1) THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS;  
AND (2) THE OFFER REMAINS OPEN FOR ACCEPTANCE**

**Offer Agent to the Offeror**



**Financial adviser to the Offeror**



\* For identification purposes only

References are made to (i) the announcement jointly issued by PT International Development Corporation Limited (the “**Company**”) as the offeree and Marching Great Limited (the “**Offeror**”) as the offeror dated 3 April 2025 in relation to the Offer; and (ii) the offer document issued by the Offeror dated 24 April 2025 (the “**Offer Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

## **THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS**

As at 4:00 p.m. on Friday, 2 May 2025, the Offeror had received valid acceptances in respect of a total of 64,729,940 Offer Shares (the “**Acceptance Share(s)**”) under the Offer, representing approximately 21.38% of the entire issued share capital of the Company as at the date of this joint announcement.

Immediately before 3 April 2025 (being the commencement date of the Offer Period), the Offeror and the Offeror’s Concert Parties are, in aggregate, interested in 88,200,000 Shares, representing approximately 29.13% of the existing issued capital of the Company.

Taking into account the Acceptance Shares (subject to the Offer becoming unconditional and the completion of the transfer of those Acceptance Shares to the Offeror), the Offeror and the Offeror’s Concert Parties are interested in an aggregate of 152,929,940 Shares, representing approximately 50.51% of the total issued share capital of the Company as at the date of this joint announcement.

As disclosed in the Offer Document, the Offer is conditional upon valid acceptances of the Offer having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of the Offer Shares, which together with the Shares already held by the Offeror and parties acting in concert with it, would result in the Offeror and the parties acting in concert with it holding more than 50% of the voting rights of the Company as at the Closing Date.

Accordingly, the Condition set out in the Offer Document has been satisfied, and the Offer has become unconditional in all respects on 2 May 2025.

Save as disclosed above, no member of the Offeror and the Offeror’s Concert Parties (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement date of the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over Shares since the commencement of the Offer Period and up to the date of this joint announcement; or (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company since the commencement of the Offer Period and up to the date of this joint announcement.

## **OFFER REMAINS OPEN FOR ACCEPTANCE**

In accordance with Rule 15.1 of the Takeovers Code, the Closing Date of the Offer (i.e. 22 May 2025) will fall on or after the 28th day from the date of the Offer Document. Where the Offer become or are unconditional (whether as to acceptances or in all respects), they should remain open for acceptance for not less than fourteen (14) days thereafter. The Offer Document was despatched on 24 April 2025. Accordingly, the Offer will remain open for acceptance until 4:00 p.m. on 22 May 2025 (or such later time and/or date as the Offeror may, with the consent of the Executive and in accordance with the Takeovers Code, decide). Save as set out above, all other terms of the Offer as set out in the Offer Document and the Form of Acceptance remain unchanged.

Further announcement on the results of the Offer will be made on the final Closing Date in accordance with Rule 19.1 of the Takeovers Code.

## **SETTLEMENT OF THE OFFERS**

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 under the Offer will be posted to the accepting Independent Shareholders by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the later of the date of receipt of a complete and valid acceptance of the Offer by the Registrar, or of the date on which the Offer becomes or is declared unconditional in all respects (i.e. the date of this joint announcement).

No fractions of a cent will be payable and the amount of cash consideration payable to any person who accept the Offer will be rounded up to the nearest cent.

## WARNING

**All references to date and time contained in this joint announcement, the Offer Document and the Forms of Acceptance refer to Hong Kong date and time.**

**Independent Shareholders are encouraged to read the Offer Document (including the Form of Acceptance) as well as the Response Document to be issued by the Company carefully, before deciding whether or not to accept the Offer. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares. Those who are in doubt as to the action should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.**

By order of the board of director of

**Marching Great Limited**  
**Ching Man Chun, Louis**  
*Sole Director*

By order of the board of directors of

**PT International Development Corporation Limited**  
**Yeung Kim Ting**  
*Executive Director*

Hong Kong, 2 May 2025

*As of the date of this joint announcement, the sole director of the Offeror is Mr. Ching Man Chun, Louis.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group), and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors 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 Board comprises four executive Directors, namely, Mr. Ching Man Chun, Louis (Chairman and Managing Director), Mr. Yeung Kim Ting, Mr. Wong Kung Ho, Alexander and Ms. Wong Man Ming, Melinda and three independent non-executive Directors, namely, Mr. Yam Kwong Chun, Mr. Wong Yee Shuen, Wilson and Mr. Lam Yik Tung.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that 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 sole director of the Offeror) 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 statements in this joint announcement misleading.*