
LETTER FROM THE INDEPENDENT BOARD COMMITTEE



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)

6 September 2017

To the Independent Shareholders

Dear Sir or Madam,

UNCONDITIONAL MANDATORY CASH OFFER BY CHANGJIANG CORPORATE FINANCE (HK) LIMITED AND KINGSTON SECURITIES LIMITED FOR AND ON BEHALF OF PROSPER ONE ENTERPRISES LIMITED TO ACQUIRE ALL THE ISSUED SHARES IN THE SHARE CAPITAL OF TIC TAC INTERNATIONAL HOLDINGS COMPANY LIMITED (OTHER THAN THOSE ALREADY OWNED OR TO BE ACQUIRED BY PROSPER ONE ENTERPRISES LIMITED AND/OR PARTIES ACTING IN CONCERT WITH IT)

INTRODUCTION

We refer to the composite offer and response document dated 6 September 2017 jointly issued by the Company and the Offeror (the "Composite Document"), of which this letter forms part. Unless the context otherwise requires, terms used in this letter shall have the same meanings as those defined in the Composite Document.

We have been appointed to constitute the Independent Board Committee to consider the terms of the Offer and to advise you as to whether, in our opinion, the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned, and as to the acceptance of the Offer. Octal Capital has been appointed as the Independent Financial Adviser to advise us in this respect. Details of its advice and the principal factors taken into consideration in arriving at its recommendations are set out in the "Letter from the Independent Financial Adviser" on pages 24 to 40 of the Composite Document.

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We also wish to draw your attention to the “Letter from the Board”, the “Letter from Changjiang Corporate Finance and Kingston Securities” and the additional information set out in the appendices to the Composite Document.

RECOMMENDATION

Taking into account the terms of the Offer and the advice from Octal Capital, and the principal factors and reasons taken into account in arriving at its recommendations, we consider that the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to accept the Offer.

However, for those Independent Shareholders who are considering to realise all or part of their holdings in the Shares, they should closely monitor the market price and liquidity of the Shares during the period of the Offer. Should the market price of the Shares exceed the Offer Price during the period of the Offer, and the sale proceeds (net of transaction costs) exceed the net proceeds receivable under the Offer, the Independent Shareholders may wish to consider selling their Shares in the open market instead of accepting the Offer.

In any case, the Independent Shareholders are strongly advised that the decision to realise or to hold their investment is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders should consult their own professional advisers for advice. Furthermore, the Independent Shareholders who wish to accept the Offer are recommended to read carefully the procedures for accepting the Offer as detailed in the Composite Document and the Form of Acceptance.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Yours faithfully,
For and on behalf of the
Independent Board Committee of
Tic Tac International Holdings Company Limited

Mr. Chong Man Leung

Mr. Fung Tat Man

Mr. Lo Wai Kei, Wilkie

Independent Non-executive Directors

