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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)

(1) APPOINTMENT OF EXECUTIVE DIRECTORS

AND

(2) NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES

References are made to (i) the two announcements both dated 4 August 2017, the announcements dated 15 August 2017 and 25 August 2017 in relation to the unconditional mandatory cash offer jointly issued by Prosper One Enterprises Limited (the “**Offeror**”) and Tic Tac International Holdings Company Limited (the “**Company**”); and (ii) the composite offer and response document dated 6 September 2017 jointly issued by the Company and the Offeror (the “**Composite Document**”) in relation to, among other things, the proposed change of composition in the board of Directors (the “**Board**”) of the Company. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Document.

APPOINTMENT OF EXECUTIVE DIRECTORS

The Board announces that with effect from 7 September 2017, Mr. Meng Guangyin (孟廣銀), Mr. Meng Bo (孟波), Mr. Yang Haoju (楊好居), Mr. Yan Yongjian (燕永見), Mr. Huang Lei (黃磊), Mr. Liu Guoqing (劉國慶), Mr. Liu Jiaqiang (劉加強) and Mr. He Guangrui (賀光銳) have been appointed as executive Directors.

Particulars of each of the above new Directors (collectively as the “**New Directors**”) are set out below:

Mr. Meng Guangyin

Mr. Meng Guangyin, aged 51, had been the chairman and the general manager of Ruixing Group Company Limited* (瑞星集團有限公司) since October 2003, and has been re-designated to the chairman and the chief executive officer since February 2013. He has more than 20 years of experience in manufacturing of biochemical products for agricultural industry. He holds an associate degree in business administration from Shandong Economics Management College* (山東省經濟管理幹部學院).

Mr. Meng Bo

Mr. Meng Bo, aged 49, obtained an associate degree in marketing from Shandong Polytechnic College* (山東輕工業學院) (now known as Shandong Polytechnic University) in June 2000. He joined Ruixing Group Company Limited* (瑞星集團股份有限公司) in August 1987 with his current position as a general secretary and an assistant general manager, responsible for office administration management. Prior to his current position, he was a sales manager and an assistant manager to the operations department. He has around 15 years of experience as a managerial role.

Mr. Yang Haoju

Mr. Yang Haoju, aged 42, obtained an associate degree in economics management from Shandong Agricultural University* (山東農業大學). Mr. Yang worked at Ruixing Group Company Limited* (瑞星集團股份有限公司) since October 1995 with his current position as the manager of agricultural business division, responsible for operations management. Mr. Yang has around 13 years of managerial experience.

Mr. Yan Yongjian

Mr. Yan Yongjian, aged 34, obtained a bachelor's degree in English from Taishan Medical University* (泰山醫學院) in PRC in July 2008. He joined Ruixing Group Company Limited* (瑞星集團股份有限公司) in March 2009 with his current position as an assistant manager of strategy and business development department and responsible for the operations and coordination of the group's overseas projects. Prior to that, he was responsible for administration work in Ruixing Group Company Limited.

Mr. Huang Lei

Mr. Huang Lei, aged 40, obtained a bachelor's degree in finance from University of International Business and Economics* (對外經濟貿易大學) in PRC in July 2013. Mr. Huang has worked Ruixing Group Company Limited* (瑞星集團股份有限公司) for 19 years since April 1998. He has been the operations manager of international trading department since May 2006, and is responsible for business development, product logistics management, and risk management.

Mr. Liu Guoqing

Mr. Liu Guoqing, aged 46, obtained a bachelor's degree in corporate management from Beijing Business Management College* (北京企業管理研修學院) in PRC in July 2005. He joined Ruixing Group Company Limited* (瑞星集團股份有限公司) in August 2003 with his current position as the manager of finance department and as a deputy general manager since January 2016. Mr. Liu has three years of managerial experience in financial matters and nine years of managerial experience in procurement and logistics operations in Ruixin Group Company Limited.

Mr. Liu Jiaqiang

Mr. Liu Jiaqiang, aged 44, obtained an associate degree in finance from Shandong Agricultural University* (山東農業大學) in January 2016. He has over 20 years of working experience, and out of which he spent seven years as a managerial role. He has worked in Ruixing Group Company Limited* (瑞星集團股份有限公司) since December 1995. He has served as the general manager in the investment department and the manager in the capital operations department since November 2016.

Mr. He Guangrui

Mr. He Guangrui, aged 37, has approximately eight years of experience in corporate finance matters. He is currently the executive director and chief executive officer of Shenzhen Fortune One Investment Company Limited* (深圳市富一投資有限公司). Prior to his current position, he was the chief executive officer of Hao Hua Tai Cheng (Beijing) Capital Management Limited* (浩華泰成(北京)資本管理公司) between March 2014 to May 2016. Mr. He also held managerial positions in investment and asset management companies in PRC between December 2007 and January 2012, and between March 2013 and March 2014.

Mr. He Guangrui obtained a doctor's degree of philosophy in business administration from Bulacan State University from the Republic of the Philippines in December 2012.

Save as disclosed above, as at the date of this announcement, each of the New Directors:

- (i) does not hold any position in the Company or other members of the Group;
- (ii) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this announcement;
- (iii) is not interested in and does not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and
- (iv) is not connected and does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders, or any of their respective associates, as defined in the Listing Rules.

Each of the New Directors will enter into a service contract or letter of appointment (as the case maybe) with the Company after his appointment. Their directorships will be subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. The director's remuneration or director's fee of each of the New Directors will be determined by the remuneration committee of the Company and/or the Board based on their qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.

The Board would like to extend its warmest welcome to the New Directors for joining the Company.

NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES

Following the appointment of the New Directors, the Board comprises of 14 Directors, among them 11 are executive Directors and three are independent non-executive Directors. As a result, the number of independent non-executive Directors has fallen below the minimum number required under Rule 3.10A of the Listing Rules that a listed issuer must appoint independent non-executive Directors representing at least one-third of the Board.

The Board considers that the failure to meet Rule 3.10A is temporary in nature and will endeavor to ensure the presence of sufficient number of independent non-executive Directors within three months from the date of this announcement under Rule 3.11 of the Listing Rules is to be complied with. Further announcement(s) will be made by the Board as and when appropriate.

By Order of the Board
Tic Tac International Holdings Company Limited
Lam Man Wah
Chairman and executive Director

Hong Kong, 7 September 2017

As at the date of this announcement, the Board comprises Mr. Lam Man Wah (Chairman), Ms. Chan Ka Yee, Elsa, Mr. Tsang Hok Man, Mr. Meng Guangyin, Mr. Meng Bo, Mr. Yang Haoju, Mr. Yan Yongjian, Mr. Huang Lei, Mr. Liu Guoqing, Mr. Liu Jiaqiang and Mr. He Guangrui being the executive Directors; and Mr. Chong Man Leung, Mr. Fung Tat Man and Mr. Lo Wai Kei, Wilkie being the independent non-executive Directors.

** The English transliterations of the Chinese name are for identification purpose only*