

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt** as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in Tic Tac International Holdings Company Limited, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS FOR  
(I) GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES;  
(II) RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Tic Tac International Holdings Company Limited to be held at Seminar Room, Level 3, Three Pacific Place, 1 Queen's Road East, Admiralty, Hong Kong on 16 October 2017, Monday, at 10:30 a.m. is set out on pages 18 to 22 of this circular.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

11 September 2017

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Seminar Room, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on 16 October 2017, Monday, at 10:30 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Tic Tac International Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, with its Shares listed on the main board of the Stock Exchange
“Company Law”	the Company Law (Revised) of the Cayman Islands and every modification thereof
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM

## DEFINITIONS

“Latest Practicable Date”	7 September 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the Shares of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Share Buy-backs Code”	Hong Kong Code on Share Buy-backs
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“2017 Annual Report”	annual report of the Company for the year ended 30 April 2017
“%”	per cent.

**LETTER FROM THE BOARD**

**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)**

*Executive Directors:*

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  
Mr. He Guangrui

*Independent non-executive Directors:*

Mr. Chong Man Leung  
Mr. Fung Tat Man  
Mr. Lo Wai Kei, Wilkie

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters and principal place of  
business in Hong Kong:*

Suite No. 9, 11/F., Tower 1  
China Hong Kong City  
China Ferry Terminal  
Canton Road, Kowloon  
Hong Kong

11 September 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
(I) GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES;  
(II) RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among other things, the proposals for (i) the granting to the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of Directors.

## LETTER FROM THE BOARD

### GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES

At the annual general meeting held on 26 September 2016, ordinary resolutions were passed by Shareholders granting to the Directors (i) a general mandate to allot, issue and dispose of additional Shares up to a limit equal to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution; and (ii) a general mandate to exercise the powers of the Company to buy back the Shares up to a limit of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution; and (iii) the Extension Mandate to extend the general mandate as set out in (i) above by the amount representing the aggregate nominal amount of such Shares repurchased (if any) under the Repurchase Mandate pursuant to the general mandate as mentioned in (ii) above.

These general mandates will expire at the conclusion of the AGM. Resolutions will be proposed seeking Shareholders' approval for, *inter alia*, the renewal of a general mandate enabling the Directors to allot, issue and dispose of additional Shares; the renewal of a general mandate to buy back Shares and the renewal of a general mandate enabling the Directors to allot, issue and dispose of the Shares bought back by the Company pursuant to the Repurchase Mandate during the period from the passing of the relevant resolutions at the AGM until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in the relevant resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of fourteen (14) Directors, namely Mr. Lam Man Wah, 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, Mr. He Guangrui, Mr. Chong Man Leung, Mr. Fung Tat Man, and Mr. Lo Wai Kei, Wilkie.

In accordance with Article 83(3) of the Articles of Association, Mr. Meng Guangyin, Mr. Meng Bo, Mr. Yang Haoju, Mr. Yan Yongjian, Mr. Huang Lei, Mr. Liu Guoqing, Mr. Liu Jiaqiang, Mr. He Guangrui, will retire as Directors. The retiring Directors, being eligible, will offer themselves for re-election. Particulars of the Directors offering themselves for re-election at the AGM are set out in Appendix I to this circular.

## LETTER FROM THE BOARD

The re-election of Directors will be individually voted on by the Shareholders.

Article 85 of the Articles provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company during the period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice in writing of his intention to propose such person for election as a Director and the notice in writing executed by the nominee of his willingness to be elected must be validly served at the principal place of business in Hong Kong at Suite No. 9, 11/F., Tower 1, China Hong Kong City, China Ferry Terminal, Canton Road, Kowloon, Hong Kong on or before 9 October 2017.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

### ANNUAL GENERAL MEETING

The notice of AGM to be held at Seminar Room, Level 3, Three Pacific Place, 1 Queen's Road East, Admiralty, Hong Kong on 16 October 2017, Monday at 10:30 a.m. is set out on pages 18 to 22 of this circular. A copy of the 2017 Annual Report is despatched to the Shareholders together with this circular. Ordinary resolutions in respect of, *inter alia*, the re-election of Directors and the general mandates to issue securities of the Company and repurchase Shares will be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolutions to be proposed at the AGM do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the notice of AGM will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## LETTER FROM THE BOARD

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

### RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of the retiring Directors, the grant of general mandates to issue securities of the Company and repurchase Shares, and to add the aggregate nominal amount of Shares that may be repurchased to the aggregate nominal amount of the Shares that may be allotted pursuant to the general mandate to issue securities of the Company are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,  
By order of the Board of  
**Tic Tac International Holdings Company Limited**  
**Lam Man Wah**  
*Chairman and executive Director*



The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

#### 1. MR. MENG GUANGYIN

**Mr. Meng Guangyin (孟廣銀)** (“**Mr. Meng**”), 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) in the People’s Republic of China.

Mr. Meng will enter into a service contract or letter of appointment (as the case maybe) with the Company after his appointment. His directorship will be subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Mr. Meng’s remuneration or director’s fee will be determined by the remuneration committee of the Company and/or the Board based on his qualification, experience, level of responsibilities undertaken and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Meng is the beneficial owner of Prosper One Enterprises Limited, being a substantial Shareholder of the Company, which directly held 565,000,000 Shares, representing approximately 70.63% interests of the total number of Shares in issue of the Company as at the Latest Practicable Date and were therefore deemed to have interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Meng does not hold any positions with the Company or other members of the Group. He does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Further, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Meng which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

#### 2. MR. MENG BO

**Mr. Meng Bo (孟波)**, 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. Meng Bo will enter into a service contract or letter of appointment (as the case maybe) with the Company after his appointment. His directorship will be subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Mr. Meng Bo's remuneration or director's fee will be determined by the remuneration committee of the Company and/or the Board based on his qualification, experience, level of responsibilities undertaken and the prevailing market conditions.

Mr. Meng Bo does not hold any positions with the Company or other members of the Group. He does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Further, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Meng Bo which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### 3. MR. YANG HAOJU

**Mr. Yang Haoju** (楊好居) (“**Mr. Yang**”), 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. Yang will enter into a service contract or letter of appointment (as the case maybe) with the Company after his appointment. His directorship will be subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Mr. Yang's remuneration or director's fee will be determined by the remuneration committee of the Company and/or the Board based on his qualification, experience, level of responsibilities undertaken and the prevailing market conditions.

Mr. Yang does not hold any positions with the Company or other members of the Group. He does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Further, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Yang which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

#### 4. MR. YAN YONGJIAN

**Mr. Yan Yongjian** (燕永見) (“**Mr. Yan**”), 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. Yan will enter into a service contract or letter of appointment (as the case maybe) with the Company after his appointment. His directorship will be subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Mr. Yan’s remuneration or director’s fee will be determined by the remuneration committee of the Company and/or the Board based on his qualification, experience, level of responsibilities undertaken and the prevailing market conditions.

Mr. Yan does not hold any positions with the Company or other members of the Group. He does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Further, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Yan which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

#### 5. MR. HUANG LEI

**Mr. Huang Lei** (黃磊) (“**Mr. Huang**”), 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. Huang will enter into a service contract or letter of appointment (as the case maybe) with the Company after his appointment. His directorship will be subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Mr. Huang’s remuneration or director’s fee will be determined by the remuneration committee of the Company and/or the Board based on his qualification, experience, level of responsibilities undertaken and the prevailing market conditions.

Mr. Huang does not hold any positions with the Company or other members of the Group. He does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Further, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Huang which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## 6. MR. LIU GUOQING

**Mr. Liu Guoqing (劉國慶)** (“Mr. Liu”), 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 will enter into a service contract or letter of appointment (as the case maybe) with the Company after his appointment. His directorship will be subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Mr. Liu’s remuneration or director’s fee will be determined by the remuneration committee of the Company and/or the Board based on his qualification, experience, level of responsibilities undertaken and the prevailing market conditions.

Mr. Liu does not hold any positions with the Company or other members of the Group. He does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Further, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Liu which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## 7. MR. LIU JIAQIANG

**Mr. Liu Jiaqiang (劉加強)**, 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. Liu Jiaqiang will enter into a service contract or letter of appointment (as the case maybe) with the Company after his appointment. His directorship will be subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Mr. Liu Jiaqiang's remuneration or director's fee will be determined by the remuneration committee of the Company and/or the Board based on his qualification, experience, level of responsibilities undertaken and the prevailing market conditions.

Mr. Liu Jiaqiang does not hold any positions with the Company or other members of the Group. He does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Further, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Liu Jiaqiang which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

#### **8. MR. HE GUANGRUI**

**Mr. He Guangrui** (賀光銳) (“Mr. He”), 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 obtained a doctor's degree of philosophy in business administration from Bulacan State University from the Republic of the Philippines in December 2012.

Mr. He will enter into a service contract or letter of appointment (as the case maybe) with the Company after his appointment. His directorship will be subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Mr. He's remuneration or director's fee will be determined by the remuneration committee of the Company and/or the Board based on his qualification, experience, level of responsibilities undertaken and the prevailing market conditions.

Mr. He does not hold any positions with the Company or other members of the Group. He does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Further, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. He which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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

*This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Repurchase Mandate.*

**SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue was 800,000,000 Shares. Subject to the passing of the resolution granting the proposed mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 80,000,000 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

**REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

The Directors would exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on the terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 30 April 2017, being the date to which the latest published audited financial statements of the Company were made up, if the general mandate to repurchase Shares was to be exercised in full at any time during the proposed repurchase period, it may have an adverse impact on the working capital and gearing level of the Company.

The Directors do not propose to exercise the mandate to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements of the Company or the gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

**FUNDING OF REPURCHASES**

Any repurchases may only be effected out of funds of the Company legally available for the purposes in accordance with the Articles and the applicable laws of Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

It is presently proposed that any repurchase of Shares would be made out of capital paid up on the repurchased Shares, funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose and in the case of any premium payable on such repurchase, from funds of the Company otherwise available for dividend or distribution or from the share premium account of the Company. The repurchase of Shares will be conditional upon the fact that on the date the repurchase is effected, there are no reasonable grounds for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

**STATUS OF REPURCHASED SHARES**

The Listing Rules provide that the listing of all repurchased shares is automatically cancelled and that the certificates for those shares must be cancelled and destroyed. Under the laws of Cayman Islands, a company's repurchased shares may be treated as cancelled or held as treasury shares. When cancelled, the Company's issued share capital (but not the authorized share capital) will be reduced accordingly.

**EFFECT OF EXERCISE OF THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2017 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**EFFECT OF THE TAKEOVERS CODE AND SHARE BUY-BACKS CODE**

Upon the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interests in the voting rights of the Company increases, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.



<b>Name of Shareholders</b>	<b>Number of Shares held</b>	<b>Approximate % of the issued share capital</b>	<b>Approximate % of the issued share capital should the Repurchase Mandate be exercised in full</b>
Prosper One Enterprises Limited ( <i>Note 1</i> )	565,000,000	70.63%	78.47%

*Note 1:* Mr. Meng Guangyin is the beneficial owner of Prosper One Enterprises Limited, which directly held 565,000,000 shares, representing approximately 70.63% interests of the total number of Shares in issue of the Company as at the Latest Practicable Date and were therefore deemed to have interests in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Prosper One Enterprises Limited is beneficially interested in 565,000,000 Shares, representing approximately 70.63% of the issued share capital of the Company.

Based on such interests in the Shares and in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the AGM, the interests of Prosper One Enterprises Limited will be increased to approximately 78.47% of the total issued share capital of the Company. Such increment in the interests of Prosper One Enterprises Limited will not trigger any obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to repurchase Shares to the extent that it will result in the amount of Shares held by the public being reduced to less than 25% of the total issued share capital of the Company if the Repurchase Mandate is approved at the AGM.

**SHARE PRICE**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date:

<b>Month</b>	<b>Share Prices (per share)</b>	
	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
<b>2016</b>		
September	0.55	0.45
October	0.61	0.455
November	0.71	0.47
December	0.65	0.56
<b>2017</b>		
January	0.79	0.59
February	0.68	0.56
March	0.61	0.51
April	0.63	0.52
May	0.70	0.53
June	0.81	0.58
July	0.83	0.63
August	0.96	0.88
September (up to the Latest Practicable Date)	0.95	0.94

**REPURCHASE OF SHARES**

Since the date of listing to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

**GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries.

No connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Company is authorized to make repurchases of the Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate to repurchase any Shares in accordance with the Listing Rules, the Memorandum of Association, the Articles of Association and the applicable laws of Cayman Islands.

**NOTICE OF ANNUAL GENERAL MEETING**

**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)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company (the “AGM”) will be held at Seminar Room, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on 16 October 2017, Monday, at 10:30 a.m. for the purpose of transacting the following business:

**ORDINARY BUSINESS**

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the independent auditors of the Company (“Auditors”) for the year ended 30 April 2017.
2.
  - (A) To re-elect Mr. Meng Guangyin as an executive Director.
  - (B) To re-elect Mr. Meng Bo as an executive Director.
  - (C) To re-elect Mr. Yang Haoju as an executive Director.
  - (D) To re-elect Mr. Yan Yongjian as an executive Director.
  - (E) To re-elect Mr. Huang Lei as an executive Director.
  - (F) To re-elect Mr. Liu Guoqing as an executive Director.
  - (G) To re-elect Mr. Liu Jiaqiang as an executive Director.
  - (H) To re-elect Mr. He Guangrui as an executive Director.
3. To authorize the board of Directors to fix the Directors’ remuneration.
4. To re-appoint Baker Tilly Hong Kong Limited as the independent auditors of the Company and authorize the board of Directors to fix their remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

5(A) **“THAT**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company from time to time;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly;

## NOTICE OF ANNUAL GENERAL MEETING

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held;
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

**(B) “THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;

## NOTICE OF ANNUAL GENERAL MEETING

(c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the passing of Resolution Nos. 5(A) and 5(B) as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution No. 5(A) as set out in the notice convening the Meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the Shares repurchased by the Company under the authority granted pursuant to Resolution No. 5(B) as set out in the notice convening the Meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

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

Hong Kong, 11 September 2017

*Notes:*

1. All resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and vote in his or her stead. A proxy need not be a member of the Company.

## NOTICE OF ANNUAL GENERAL MEETING

3. A form of proxy in respect of the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from 12 October 2017 to 16 October 2017 (both days inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder of the Company to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:00 p.m. on 11 October 2017.
7. In respect of Resolution No. 5(A) above, the Directors wish to state that they have no immediate plans to issue any new securities of the Company under this mandate. Approval is being sought from members as a general mandate, in compliance with the Hong Kong Companies Ordinance and the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any securities of the Company up to 20% of the issued share capital of the Company at the date of the passing of the resolution.
8. The general purpose of the authority to be conferred on the Directors by Resolution No. 5(B) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to repurchase Shares representing up to a maximum of 10% of the issued share capital of the Company at the date of the passing of the resolution on the Stock Exchange.

*As at the date of this notice, the board of Directors comprises:*

Executive Directors:	Mr. Lam Man Wah ( <i>Chairman</i> )
	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
	Mr. He Guangrui
Independent non-executive Directors:	Mr. Chong Man Leung
	Mr. Fung Tat Man
	Mr. Lo Wai Kei, Wilkie