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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 INDEPENDENT NON-EXECUTIVE DIRECTORS;
(2) COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES;
AND
(3) CLOSURE OF REGISTER OF MEMBERS**

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board of directors (the “**Board**”) of Tic Tac International Holdings Company Limited (the “**Company**”) is pleased to announce that with effect from 20 September 2017, Mr. Chan, Yee Ping Michael (陳貽平), Mr. Tian Zhiyuan (田志遠) and Mr. Hu Jinrui (胡金銳) have been appointed as independent non-executive Directors.

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

Mr. Chan, Yee Ping Michael (“Mr. Chan”)

Mr. Chan, aged 40, is currently the director of MCI CPA Limited and has over 10 years of working experience in the fields of accounting and audit, corporate secretarial management and corporate governance.

Mr. Chan has served as an independent non-executive director of a number of companies listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), namely: China Sandi Holdings Limited (stock code: 910) since 9 July 2014, China Wah Yan Healthcare Limited (stock code: 648) since 15 July 2014 and New Wisdom Holding Company Limited (stock code: 8213) since 8 November 2016.

Mr. Chan is currently the company secretary of China Sunshine Paper Holdings Company Limited (stock code: 2002), a company listed on the Main Board of the Stock Exchange, as well as Northeast Electric Development Co., Limited (stock code: 0042), a joint stock limited company incorporated in the PRC and listed on the Shenzhen Stock Exchange and the Main Board of the Stock Exchange.

Mr. Chan holds a bachelor's degree in Business Administration (Honours) in Accountancy from The Hong Kong Polytechnic University. He is a member with practicing certificate of the Hong Kong Institute of Certified Public Accountants, and a fellow member of the Association of Chartered Certified Accountants.

Mr. Chan confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Pursuant to the letter of appointment that was entered with the Company, Mr. Chan is appointed as an independent non-executive Director for an initial term of one year commencing from his appointment date subject to termination by either party with written notice. Mr. Chan is entitled to a monthly remuneration of HK\$12,500, which is recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities within the Company, current remuneration of other independent non-executive Directors and the prevailing market condition.

Save as disclosed above, Mr. Chan does not hold any positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Chan does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Chan does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the shares or underlying shares of the Company.

Save as disclosed above, there is no other information relating to the appointment of Mr. Chan required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Mr. Tian Zhiyuan (“Mr. Tian”)

Mr. Tian, aged 46, has over 20 years of working experience in the fields of accounting and audit. Mr. Tian joined ShineWing Certified Public Accountants Jinan Branch* (信永中和會計師事務所(特殊普通合夥)濟南分所) in September 1994 and has been the director of management consultancy department since July 2016, being responsible for business development and technical support of consultancy service projects.

Mr. Tian obtained a diploma in financial accounting from Beijing Jiaotong University* (北方交通大學) (now known as 北京交通大學) in July 1994. Mr. Tian is a registered certified public accountant of the Chinese Institute of Certified Public Accountants.

Mr. Tian confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Pursuant to the letter of appointment that was entered with the Company, Mr. Tian is appointed as an independent non-executive Director for an initial term of one year commencing from his appointment date subject to termination by either party with written notice. Mr. Tian is entitled to a monthly remuneration of HK\$4,000, which is recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities within the Company, current remuneration of other independent non-executive Directors and the prevailing market condition.

Mr. Tian does not hold any positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Tian does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Tian does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the shares or underlying shares of the Company.

Save as disclosed above, there is no other information relating to the appointment of Mr. Tian required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Mr. Hu Jinrui (“Mr. Hu”)

Mr. Hu, aged 40, has over ten years of working experience in the legal industry in China. Mr. Hu is currently a lawyer and partner of Beijing Huanfu Law Firm* (北京市環富律師事務所) since October 2006. Prior to that, Mr. Hu served as a lawyer’s assistant and then a lawyer in Beijing Tianping Law Firm* (北京市天平律師事務所) between August 2004 and September 2006.

Mr. Hu obtained a bachelor’s degree in laws from Guizhou University* (貴州大學) in July 1999, and a master’s degree in laws from Beijing University* (北京大學) in July 2010.

Mr. Hu confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Pursuant to the letter of appointment that was entered with the Company, Mr. Hu is appointed as an independent non-executive Director for an initial term of one year commencing from his appointment date subject to termination by either party with written notice. Mr. Hu is entitled to a monthly remuneration of HK\$4,000, which is recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities within the Company, current remuneration of other independent non-executive Directors and the prevailing market condition.

Mr. Hu does not hold any positions in the Company or any of its subsidiaries as at the date hereof, nor did he hold any directorship in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Hu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Hu does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the shares or underlying shares of the Company.

Save as disclosed above, there is no other information relating to the appointment of Mr. Hu required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Pursuant to the Articles of Association of the Company and the Listing Rules, each of Mr. Chan, Mr. Tian and Mr. Hu shall hold office until the next annual general meeting of the Company and, being eligible, offer themselves for re-election at such meeting. Since the next annual general meeting of the Company will be held on 16 October 2017 (“**2017 AGM**”) and the relevant notice, circular and proxy form had been sent to the shareholders of the Company (the “**Shareholders**”) on 11 September 2017, the Company will send to the Shareholders a supplemental circular and a supplemental notice of the 2017 AGM to provide further information in respect of Mr. Chan’s, Mr. Tian’s and Mr. Hu’s re-election at the 2017 AGM and a revised proxy form for use at the 2017 AGM in due course in accordance with the Listing Rules. Upon their successful election at the 2017 AGM, Mr. Chan, Mr. Tian and Mr. Hu will be subject to retirement by rotation and re-election at general meetings of the Company in accordance with the articles of association of the Company and the Listing Rules.

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

COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES

Reference is made to the announcement dated 7 September 2017 which mentioned the Company’s failure to comply with the requirements of Rule 3.10A of the Listing Rules. Following the appointment of the New Directors, the Board comprises 17 Directors, among them 11 are executive Directors and six are independent non-executive Directors. The number of independent non-executive directors on the Board represents not less than one-third of the members of the Board as required under Rule 3.10A of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS AND EGM

Reference is made to the joint announcement made by Prosper One Enterprises Limited and the Company in relation to a proposal to hold an extraordinary general meeting (“EGM”) on Monday, 16 October 2017 to approve the special resolution for a proposed change of company name from “Tic Tac International Holdings Company Limited” to “Prosper One International Holdings Company Limited”, and the adoption of the Chinese name of “富一國際控股有限公司” in place of its existing Chinese name “滴達國際控股有限公司” to be used for identification purposes only.

The Company announces that, for determining the entitlement to attend and vote at the EGM, the closure period of the register of members of the Company, which was originally scheduled to be from Tuesday, 10 October 2017 to Monday, 16 October 2017 (both days inclusive), will be changed to the period between Thursday, 12 October 2017 and Monday, 16 October 2017 (both days inclusive), during which no transfer of Shares will be registered. Accordingly, in order to qualify for attendance of and voting at the EGM, all completed share transfer documents together with the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Wednesday, 11 October 2017.

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

Hong Kong, 20 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, Mr. Lo Wai Kei, Wilkie, Mr. Chan, Yee Ping Michael, Mr. Tian Zhiyuan and Mr. Hu Jinrui being the independent non-executive Directors.

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