

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)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary 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 11:00 a.m., (or immediately after the conclusion of the annual general meeting of the Company to be held at 10:30 a.m. on the same day and at the same place) is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the extraordinary 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 extraordinary 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 extraordinary general meeting or any adjournment thereof should you so wish.

25 September 2017

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DEFINITIONS

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

“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
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary 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 11:00 a.m., (or immediately after the conclusion of the annual general meeting of the Company to be held at 10:30 a.m. on the same day and at the same place) or any adjournment thereof, and held for the Shareholders to consider and approve the Proposed Change of Company Name
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the English name of the Company 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
“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

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
Mr. Chan Yee Ping Michael
Mr. Tian Zhiyuan
Mr. Hu Jinrui

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

25 September 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information on the Proposed Change of Company Name and the notice of EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the joint announcement of Prosper One Enterprises Limited and Tic Tac International Holdings Company Limited dated 15 September 2017 regarding the Proposed Change of Company Name. The Board proposes (i) to change the English name of the Company from “Tic Tac International Holdings Company Limited” to “Prosper One International Holdings Company Limited”; and (ii) to adopt 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, subject to the conditions of the Proposed Change of Company Name set out below being fulfilled.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Proposed Change of Company Name and the new English name being entered in the register of companies by the Registrar of Companies in the Cayman Islands.

The relevant filings with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name of the Company on the register of companies in place of the former English name of the Company and issues a certificate of incorporation on change of name. Thereafter, the Company will carry out any necessary filing and registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Proposed Change of Company Name

The Company is an investment holding company. The Company’s subsidiaries are principally engaged in retail and wholesale of watches in Hong Kong.

The Board considers that the Proposed Change of Company Name will benefit the Company’s future business development and better reflect a fresh new corporate identity and image which is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the present name of the Company shall continue to be good evidence of legal title to such shares and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, all new share certificates will be issued under the new name of the Company.

EGM AND CLOSURE OF REGISTER OF MEMBERS

A notice of the EGM is set out on page 6 of this circular.

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 special resolution to be proposed at the EGM do not relate purely to a procedural or administrative matter. Accordingly, the resolution set out in the notice of EGM will be put to vote by way of poll at the EGM. An announcement on the results of the vote by poll will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, 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 EGM 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 EGM or any adjournment thereof if they so wish.

For determining eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 12 October 2017 to Monday, 16 October 2017 (both days inclusive), during which no transfer of Shares will be registered. 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.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolution to be proposed at the EGM to approve the Proposed Change of Company Name.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM. 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

NOTICE OF EXTRAORDINARY 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 extraordinary general meeting of Tic Tac International Holdings Company Limited (the “Company”) (the “EGM”) 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 11:00 a.m., (or immediately after the conclusion of the annual general meeting of the Company to be held at 10:30 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing the following resolution (with or without modification) as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, (i) the English name of the Company be changed from “Tic Tac International Holdings Company Limited” to “Prosper One International Holdings Company Limited”; and (ii) the Chinese name of “富一國際控股有限公司” be adopted as the Chinese name of the Company 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 “Proposed Change of Company Name”), and that any one or more of the directors or the company secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board of

Tic Tac International Holdings Company Limited

Cheung Siu Wah

Company Secretary

Hong Kong, 25 September 2017

Notes:

1. The resolution set out in this notice of the EGM 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 EGM 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 EXTRAORDINARY GENERAL MEETING

3. A form of proxy in respect of the EGM is enclosed. Whether or not you intend to attend the EGM 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 EGM and voting in person if you so wish. In the event that you attend the EGM 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 EGM, 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 EGM 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 EGM, 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 EGM, 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 4:30 p.m. on 11 October 2017.

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

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
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Mr. Chan Yee Ping, Michael
Mr. Tian Zhiyuan
Mr. Hu Jinrui