

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)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS
DATED 11 SEPTEMBER 2017 IN RELATION TO
THE RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AT THE ANNUAL GENERAL MEETING**

AND

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular (the “**Supplemental Circular**”) should be read in conjunction with the circular of the Company dated 11 September 2017 (the “**Circular**”) to its Shareholders. The notice of the annual general meeting (“**AGM**”) of the Company (the “**Notice**”) to be held at Seminar Room, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on Monday, 16 October 2017 at 10:30 a.m. is set out on pages 18 to 22 of the Circular. The supplemental notice of the AGM (the “**Supplemental Notice**”) is set out on pages 7 to 8 of this Supplemental Circular. A supplemental form of proxy (the “**Supplemental Proxy Form**”) for use at the AGM is enclosed with this Supplemental Circular. The Supplemental Proxy Form is to be used for the supplemental resolutions set out in the Supplemental Notice and will not affect the validity of duly completed form of proxy (the “**Original Proxy Form**”) in respect of the resolutions set out in the Notice. Whether or not Shareholders are able to attend the meeting, they are requested to complete the Supplemental Proxy Form in accordance with the instructions printed thereon and deliver the form 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. If you have already appointed a proxy to attend and act on your behalf at the AGM but do not return the Supplemental Proxy Form, your proxy will have the right to vote on the supplemental resolutions at his/her discretion. Completion and return of the Original Proxy Form and/or Supplemental Proxy Form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

26 September 2017

CONTENTS

	<i>Page</i>
LETTER FROM THE BOARD	1
APPENDIX — DIRECTORS PROPOSED TO BE RE-ELECTED	4
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING	7

LETTER FROM THE BOARD

滴 達 國 際



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

26 September 2017

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS
DATED 11 SEPTEMBER 2017 IN RELATION TO
THE RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AT THE ANNUAL GENERAL MEETING**

AND

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

Introduction

This supplemental circular (the “**Supplemental Circular**”) should be read in conjunction with the circular of the Company dated 11 September 2017 (the “**Circular**”). Unless the context requires otherwise, capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the Circular. The purpose of this Supplemental Circular is to provide you with information regarding the supplemental resolutions to be proposed in the AGM and give you the supplemental notice (the “**Supplemental Notice**”) of the AGM.

Re-election of Independent Non-executive Directors

As at 7 September 2017 (being the Latest Practicable Date prior to the printing of the Circular), 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.

Subsequent to the despatch of the Circular and as disclosed in the announcement of the Company dated 20 September 2017, Mr. Chan, Yee Ping Michael (陳貽平) (“**Mr. Chan**”), Mr. Tian Zhiyuan (田志遠) (“**Mr. Tian**”) and Mr. Hu Jinrui (胡金銳) (“**Mr. Hu**”) were appointed as independent non-executive Directors on 20 September 2017.

In accordance with Article 83(3) of the Articles of Association, Mr. Chan, Mr. Tian and Mr. Hu will retire as Directors, be eligible for re-election in the Annual General Meeting and offer themselves for re-election. Supplemental ordinary resolutions will be proposed at the AGM to seek the approval by Shareholders of the re-election of Mr. Chan, Mr. Tian and Mr. Hu as independent non-executive directors of the Company.

The Board considers that each of Mr. Chan, Mr. Tian and Mr. Hu is suitable for appointment as an independent non-executive director. Each of Mr. Chan, Mr. Tian and Mr. Hu has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Particulars of Mr. Chan, Mr. Tian and Mr. Hu are set out in the Appendix of this Supplemental Circular.

Recommendation

The Directors believe that the proposed supplemental resolutions are necessary and in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the aforementioned supplemental resolutions at the AGM.

Action to be taken

The supplemental proxy form (the “**Supplemental Proxy Form**”) for use at the AGM is enclosed with this Supplemental Circular. The Supplemental Proxy Form is to be used for the supplemental resolutions set out in the Supplemental Notice and will not affect the validity of duly completed original proxy form (the “**Original Proxy Form**”) in respect of the resolutions set out in the notice of the AGM dated 11 September 2017 (the “**Notice**”). Whether or not Shareholders

LETTER FROM THE BOARD

are able to attend the meeting, they are requested to complete the Supplemental Proxy Form in accordance with the instructions printed thereon and deliver the form 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. If you have already appointed a proxy to attend and act on your behalf at the AGM but do not return the Supplemental Proxy Form, your proxy will have the right to vote on the supplemental resolutions at his/her discretion. Completion and return of the Original Proxy Form and/or Supplemental Proxy Form will not preclude Shareholders from attending and voting in person at the meeting or any adjourned meetings should they so desire.

Responsibility Statement

This Supplemental Circular, for which the Directors collectively and individually accept full responsibility, includes particular 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 Supplemental 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 Supplemental Circular misleading.

General Information

Your attention is drawn to the additional information set out in the Appendix to this Supplemental Circular. The English text of this Supplemental 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. Chan, Yee Ping Michael (“Mr. Chan”)

Mr. Chan, aged 40, has been appointed as an independent non-executive Director on 20 September 2017. He 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.

Pursuant to the letter of appointment that 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. Pursuant to the Articles of Association of the Company and the Listing Rules, Mr. Chan shall hold office until the next annual general meeting of the Company and, being eligible, offer himself for re-election and upon his successful election at the AGM, subject to retirement by rotation and re-election at annual general meetings of the Company. 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 circular, 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) (h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

2. Mr. Tian Zhiyuan (“Mr. Tian”)

Mr. Tian, aged 46, has been appointed as an independent non-executive Director on 20 September 2017 and 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.

Pursuant to the letter of appointment that 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. Pursuant to the Articles of Association of the Company and the Listing Rules, Mr. Tian shall hold office until the next annual general meeting of the Company and, being eligible, offer himself for re-election and upon his successful election at the AGM, subject to retirement by rotation and re-election at annual general meetings of the Company. 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 circular, 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)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

3. Mr. Hu Jinrui (“Mr. Hu”)

Mr. Hu, aged 40, has been appointed as an independent non-executive Director on 20 September 2017 and 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.

Pursuant to the letter of appointment that 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. Pursuant to the Articles of Association of the Company and the Listing Rules, Mr. Hu shall hold office until the next annual general meeting of the Company and, being eligible, offer himself for re-election and upon his successful election at the AGM, subject to retirement by rotation and re-election at annual general meetings of the Company. 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 circular, 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) (h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

滴 達 國 際



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Notice**”) of the annual general meeting of Tic Tac International Holdings Company Limited (the “**Company**”) dated 11 September 2017 which set out the time and venue of the annual general meeting of the Company (the “**AGM**”) and contained the resolutions to be considered and approved at the AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that in addition to the resolutions contained in the Notice, the following supplemental resolutions will also be considered and approved at the AGM:

SUPPLEMENTAL ORDINARY RESOLUTIONS

6. (A) To re-elect Mr. Chan, Yee Ping Michael as an independent non-executive Director.
- (B) To re-elect Mr. Tian Zhiyuan as an independent non-executive Director.
- (C) To re-elect Mr. Hu Jinrui as an independent non-executive Director.

By Order of the Board of

Tic Tac International Holdings Company Limited

Lam Man Wah

Chairman and executive Director

Hong Kong, 26 September 2017

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Except for the proposed supplemental resolutions, all other matters of the AGM remain unchanged. For details of the other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, proxy arrangement, registration procedures, closure of register of members and other relevant matters, please refer to the circular and the notice for the AGM dated 11 September 2017.
2. The supplemental proxy form of the AGM is enclosed with this supplemental notice and is to be used by shareholder of the Company wishing to appoint a proxy. To be valid, the supplemental 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 AGM or any adjournment thereof.
3. The supplemental proxy form of the AGM is to be used for the supplemental resolution set out in this supplemental notice and will not affect the validity of duly completed form of proxy in respect of the resolutions set out in Notice. If you have already appointed a proxy to attend and act on your behalf at the AGM but do not return this supplemental proxy form of the AGM, your proxy will have the right to vote on the supplemental resolutions at his/her discretion.

As at the date of this notice, 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.