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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) RESIGNATION OF DIRECTORS AND CHIEF EXECUTIVE OFFICER;**
- (2) CHANGE OF CHAIRMAN OF THE BOARD;**
- (3) APPOINTMENT OF CHIEF EXECUTIVE OFFICER;**
- (4) APPOINTMENT OF CHIEF FINANCIAL OFFICER;**
- (5) CHANGE OF COMPANY SECRETARY;**
- (6) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES; AND**
- (7) CHANGE OF AUTHORISED REPRESENTATIVES**

(1) RESIGNATION OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

The board of directors (the “**Director(s)**” and the “**Board**”, respectively) of Tic Tac International Holdings Company Limited (the “**Company**”) announces that with effect on 28 September 2017:

- (i) Mr. Lam Man Wah (“**Mr. Lam**”) has resigned as an executive Director and chief executive officer;
- (ii) Ms. Chan Ka Yee, Elsa (“**Ms. Chan**”) has resigned as an executive Director;
- (iii) Mr. Tsang Hok Man (“**Mr. Tsang**”) has resigned as an executive Director;
- (iv) Mr. Yang Haoju (“**Mr. Yang**”) has resigned as an executive Director;
- (v) Mr. Huang Lei (“**Mr. Huang**”) has resigned as an executive Director;
- (vi) Mr. Yan Yongjian (“**Mr. Yan**”) has resigned as an executive Director;
- (vii) Mr. Chong Man Leung (“**Mr. Chong**”) has resigned as an independent non-executive Director;

(viii) Mr. Fung Tat Man (“**Mr. Fung**”) has resigned as an independent non-executive Director; and

(ix) Mr. Lo Wai Kei, Wilkie (“**Mr. Lo**”) has resigned as an independent non-executive Director.

Each of Mr. Yang, Mr. Huang and Mr. Yan resigns due to his other business engagements. The resignation of each of Mr. Lam, Ms. Chan, Mr. Tsang, Mr. Chong, Mr. Fung and Mr. Lo was due to change in control of the Company after the close of the unconditional mandatory cash offer by Prosper One Enterprises Limited (the “**Offeror**”) to acquire all the issued shares of the Company (other than those already owned by or to be acquired by the Offeror and parties acting in concert with it).

Each of the resigned Directors has confirmed that he/she has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of his/her resignation.

The Board would like to take this opportunity to express its appreciation to Mr. Lam, Ms. Chan, Mr. Tsang, Mr. Yang, Mr. Huang, Mr. Yan, Mr. Chong, Mr. Fung and Mr. Lo for their invaluable contributions to the Company during their tenure of services.

(2) CHANGE OF CHAIRMAN OF THE BOARD

The Board announces that, with effect from 28 September 2017, Mr. Lam has resigned as the chairman of the Board and Mr. Meng Guangyin (“**Mr. Meng**”), an executive Director of the Company, has been appointed as the chairman of the Board. The biographic details of Mr. Meng were set out in the circular of the Company dated 11 September 2017. The Board would like to take this opportunity to express its appreciation for the efforts of Mr. Lam and his invaluable contributions to the Company during his tenure of office.

(3) APPOINTMENT OF CHIEF EXECUTIVE OFFICER

The Board announces that with effect on 28 September 2017, Mr. He Guangrui (“**Mr. He**”), an executive Director of the Company, has been appointed as the chief executive officer of the Company.

The biographical details of Mr. He were set out in the circular of the Company dated 11 September 2017.

There is currently no service contract signed between the Company and Mr. He for his appointment as the chief executive officer of the Company. Mr. He will enter into a service contract with the Company in relation to his appointment as executive Director. The director’s remuneration or director’s fee of Mr. He will be determined by the remuneration committee of the Company (the “**Remuneration Committee**”) and/or the Board based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

(4) APPOINTMENT OF CHIEF FINANCIAL OFFICER

The Board announces that, Mr. Liu Guoqing (“**Mr. Liu**”), an executive Director of the Company, has been appointed as the chief financial officer of the Company with effect from 28 September 2017.

The biographical details of Mr. Liu were set out in the circular of the Company dated 11 September 2017.

The Board would like to take this opportunity to welcome Mr. Liu on his new appointment.

(5) CHANGE IN COMPANY SECRETARY

The Board announces that with effect from 28 September 2017, Mr. Cheung Siu Wah (“**Mr. Cheung**”) has resigned as the company secretary of the Company (the “**Company Secretary**”). Mr. Cheung confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board is pleased to announce that with effect 28 September 2017, the Board has appointed Mr. Kwok Siu Man (“**Mr. Kwok**”) as the Company Secretary.

Mr. Kwok is an executive director and head, corporate secretarial of Boardroom Corporate Services (HK) Limited and a director of Boardroom Share Registrars (HK) Limited. He has over 30 years of experience in corporate secretarial, legal and management functions. Mr. Kwok is a fellow member of each of The Institute of Chartered Secretaries and Administrators and the Institute of Financial Accountants in England, the Institute of Public Accountant in Australia, The Hong Kong Institute of Chartered Secretaries (previously known as The Hong Kong Institute of Company Secretaries (the “**HKICS**”), The Association of Hong Kong Accountants and The Hong Kong Institute of Directors. Mr. Kwok obtained a professional diploma in company secretaryship and administration and a degree of Bachelor of Arts in Accountancy from Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) in November 1983 and November 1994, respectively and a post-graduate diploma in laws from the Manchester Metropolitan University in England in July 1998 and has passed the Common Professional Examinations in England and Wales. Mr. Kwok was a director and a chief examiner of the HKICS. In addition, Mr. Kwok was an independent non-executive director of Grand Ocean Advanced Resources Company Limited (previously known as DeTeam Company Limited) (stock code: 65), a company listed on the Main Board of the Stock Exchange, for the period from February 2015 to February 2016 and has been an independent non-executive director of Tak Lee Machinery Holdings Limited (stock code: 8142), a company listed on the Growth Enterprise Market of the Stock Exchange since 27 July 2017.

Mr. Kwok satisfies the relevant requirements set out in Rule 3.28 of the Listing Rules.

The Board would like to take this opportunity to express its gratitude to Mr. Cheung for his past contributions to the Company during his term of service and welcome Mr. Kwok on his new appointment.

(6) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board announces that with effect from 28 September 2017:

- (i) following his resignation as an independent non-executive Director, Mr. Fung has ceased to be the chairman of the audit committee of the Company (the “**Audit Committee**”), and a member of each of the Remuneration Committee and nomination committee of the Company (the “**Nomination Committee**”);
- (ii) following his resignation as an independent non-executive Director, Mr. Chong has ceased to be the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee;
- (iii) following his resignation as an independent non-executive Director, Mr. Lo has ceased to be the chairman of the Nomination Committee, and a member of each of the Audit Committee and the Remuneration Committee;

The Board further announces that with effect from 28 September 2017, the following Directors, whose biographical details were set out in the circulars of the Company dated 11 September 2017 and 26 September 2017, have been appointed to the respective roles in the Board committees set out below:

Audit Committee:

Mr. Chan, Yee Ping Michael (*chairman*)
Mr. Tian Zhiyuan
Mr. Hu Jinrui

Remuneration Committee:

Mr. Tian Zhiyuan (*chairman*)
Mr. Meng Guangyin
Mr. Chan, Yee Ping Michael

Nomination Committee:

Mr. Meng Guangyin (*chairman*)
Mr. Tian Zhiyuan
Mr. Hu Jinrui

(7) CHANGE OF AUTHORISED REPRESENTATIVES

The Board announces that with effect from 28 September 2017, Mr. Lam and Mr. Cheung have ceased to act as the authorised representatives of the Company (the “**Authorised Representatives**”) under Rule 3.05 of the Listing Rules.

Each of Mr. Lam and Mr. Cheung has confirmed that he has no disagreement with the Board and that there is no other matter in relation to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere appreciation to Mr. Lam and Mr. Cheung for their contribution to the Company in the past. The Board further announces that Mr. Liu Guoqing, an executive Director, and Mr. Kwok, the Company Secretary have been appointed as the Authorised Representatives with effect from 28 September 2017.

By order of the Board of
Tic Tac International Holdings Company Limited
Meng Guangyin
Executive Director

Hong Kong, 28 September 2017

As at the date of this announcement, the Board comprises Mr. Meng Guangyin (Chairman), Mr. Meng Bo, Mr. Liu Guoqing (chief financial officer), Mr. Liu Jiaqiang and Mr. He Guangrui (chief executive officer) being the executive Directors; and Mr. Chan, Yee Ping Michael, Mr. Tian Zhiyuan and Mr. Hu Jinrui being the independent non-executive Directors.