
THIS SUPPLEMENTARY CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplementary circular or as to the action you should take, 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 Time2U International Holding Limited, you should at once hand this supplementary circular and the accompanying revised form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Time2U International Holding Limited

時間由你國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1327)

**SUPPLEMENTARY CIRCULAR IN RELATION TO
RE-ELECTION OF EXECUTIVE DIRECTOR AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

This supplementary circular (the “**Supplementary Circular**”) should be read in conjunction with the circular of Time2U International Holding Limited (the “**Company**”) dated 30 April 2015 (the “**Circular**”) to its shareholders (the “**Shareholders**”).

The notice of the annual general meeting of the Company to be held at Jasmine Room, 3/F, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Monday, 22 June 2015 at 2:00 p.m. (the “**Annual General Meeting**”) is set out in the Circular. The supplementary notice of the Annual General Meeting (the “**Supplementary Notice**”) is set out on pages 5 to 6 of this Supplementary Circular.

A revised form of proxy (the “**Revised Form of Proxy**”) for use at the Annual General Meeting is enclosed with this Supplementary Circular. The Revised Form of Proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.time2u.com. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the Revised Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy despatched with the Circular (the “**Original Form of Proxy**”) and/or the Revised Form of Proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof in person if you so wish.

5 June 2015

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LETTER FROM THE BOARD



Time2U International Holding Limited

時間由你國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

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Executive Directors:

Mr. Lin Zhiqiang (*Chairman*)

Ms. Yan Xiaotong

Mr. Dang Shuquo

Mr. See Ching Chuen

Independent non-executive Directors:

Mr. Chang Wei

Mr. Nie Xing

Mr. Yu Chon Man

*Head office and principal place of
business in the PRC:*

Jinfeng Development Zone

Jinma Road

Zhangzhou City

Fujian Province

PRC

Principal place of business in Hong Kong:

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Central

Hong Kong

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

5 June 2015

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTARY CIRCULAR IN RELATION TO
RE-ELECTION OF EXECUTIVE DIRECTOR AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This Supplementary Circular shall be read in conjunction with the Circular. Unless the context requires otherwise, capitalised terms used in this Supplementary Circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The primary purposes of this Supplementary Circular are to provide you with the information in relation to the additional resolutions to be proposed at the Annual General Meeting and to give you the Supplementary Notice (which is set out on pages 5 to 6 of this Supplementary Circular) of the Annual General Meeting.

RE-ELECTION OF EXECUTIVE DIRECTOR

At the Annual General Meeting, an additional resolution will be proposed to consider, and, if thought fit, approve the re-election of Mr. See Ching Chuen as an executive Director.

Mr. See Ching Chuen has been appointed as an executive Director by the Board with effect from 4 March 2015. Pursuant to Article 83(3) of the Articles of Association, Mr. See shall hold office only until the next following annual general meeting of the Company after his appointment (i.e. the forthcoming Annual General Meeting to be held on Monday, 22 June 2015 at 2:00 p.m. at Jasmine Room, 3/F, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong) and shall then be eligible for re-election at that meeting. Mr. See, being eligible, will offer himself for re-election as an executive Director at the forthcoming Annual General Meeting.

Biographical particulars of Mr. See Ching Chuen are set out in the appendix to this Supplementary Circular.

ACTION TO BE TAKEN

The Supplementary Notice is set out on pages 5 to 6 of this Supplementary Circular. At the Annual General Meeting, additional resolutions will be proposed to consider, and, if thought fit, approve the re-election of Mr. See Ching Chuen as an executive Director and the authorisation of the Board to fix his remuneration as executive Director.

A Revised Form of Proxy for use at the Annual General Meeting is enclosed with this Supplementary Circular. The Revised Form of Proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.time2u.com. Whether or not you intend to be present at the meeting, you are requested to complete and return the Revised Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event no less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the Original Form of Proxy and/or the Revised Form of Proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof in person if you so wish.

Shareholders who have appointed or intend to appoint proxy to attend the Annual General Meeting are requested to pay particular attention to the special arrangements about the completion and return of the Revised Form of Proxy set out in the Supplementary Notice.

Please also refer to the Circular and the notice of the Annual General Meeting dated 30 April 2015 for the details of other resolutions to be proposed in the Annual General Meeting and other relevant matters.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the re-election of Mr. See Ching Chuen as executive Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the additional resolutions to be proposed at the Annual General Meeting.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this Supplementary Circular and the Supplementary Notice.

By order of the Board
Time2U International Holding Limited
Lin Zhiqiang
Chairman

The particulars of Mr. See Ching Chuen who is proposed for re-election as an executive Director at the Annual General Meeting are set out below:

Mr. See Ching Chuen (施清泉), aged 53, has been appointed as executive Director with effect from 4 March 2015. Mr See has more than 17 years' experience in management and business strategic planning. He was an executive director of a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, namely Longlife Group Holdings Limited (currently known as Rui Kang Pharmaceutical Group Investments Limited) (Stock Code:8037) from June 2012 to May 2013. Mr. See has been the shareholder and director of Han Telecom Company Limited since 1997.

Save as disclosed above, Mr. See did not hold any other directorships in any listed public companies in the past three years nor did he hold any other positions with the Group.

Mr. See is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this Supplementary Circular, he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the date of this Supplementary Circular, Mr. See has not entered into any service agreement with the Company and has not been paid any remuneration in relation to his office as an executive Director. If Mr. See is to be re-elected as an executive Director at the forthcoming Annual General Meeting, the Company will enter into a service agreement with Mr. See for a term of three years which may be terminated by at least three months' written notice served by either party at any time, and his remuneration will be determined by the Board with reference to his duties, responsibilities, performance and results of the Company.

GENERAL

There are no other matters concerning the appointment of Mr. See Ching Chuen that need to be brought to the attention of the Shareholders in relation to his re-election as executive Director and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING



Time2U International Holding Limited

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1327)

Reference is made to the notice (the “**Notice**”) of the annual general meeting of Time2U International Holding Limited (the “**Company**”) dated 30 April 2015. As set out in the Notice, the board (the “**Board**”) of directors (the “**Directors**”) of the Company resolved to propose the resolutions contained in the Notice at the annual general meeting of the Company to be held at Jasmine Room, 3/F, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Monday, 22 June 2015 at 2:00 p.m. (the “**Annual General Meeting**”) for its shareholders’ consideration and, if thought fit, approval.

Reference is also made to the Company’s announcement dated 4 March 2015 in relation to, among others, the appointment of Mr. See Ching Chuen by the Board as an executive Director.

Pursuant to Article 83(3) of the articles of association of the Company, Mr. See Ching Chuen shall hold office only until the Annual General Meeting and shall then be eligible for re-election at that meeting. Mr. See, being eligible, will offer himself for re-election as executive Director at the Annual General Meeting.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that in addition to the resolutions contained in the Notice, the following ordinary resolutions are proposed by the Board to be considered and, if thought fit, passed as ordinary resolution in the Annual General Meeting:

ORDINARY RESOLUTIONS

“7. To re-elect Mr. See Ching Chuen as an executive Director.”

“8. To authorise the board of Directors to fix the remuneration of Mr. See Ching Chuen as an executive Director.”

By order of the Board
Time2U International Holding Limited
Lin Zhiqiang
Chairman

Hong Kong, 5 June 2015

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Save for the additional proposed resolutions, there is no any other change to the resolutions set out in the Notice. For details of other resolutions and other related matters to be considered and approved at the Annual General Meeting, please refer to the Notice and the circular of the Company dated 30 April 2015 (the “**Circular**”).
2. A revised form of proxy (the “**Revised Form of Proxy**”) for use at the Annual General Meeting has been prepared to include the additional proposed resolutions set out in this Supplementary Notice. The Revised Form of Proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.time2u.com.
3. A Shareholder who has not yet lodged the Original Form of Proxy despatched with the Circular (the “**Original Form of Proxy**”) in accordance with the instructions printed thereon is required to lodge the Revised Form of Proxy if he/she/it wishes to appoint proxies to attend the Annual General Meeting in his/her/its stead. In this case, the Original Form of Proxy should not be lodged.
4. A Shareholder who has already lodged the Original Form of Proxy with the Company’s Hong Kong branch share registrar in accordance with the instructions printed thereon should note that:
 - (i) If no Revised Form of Proxy is lodged in accordance with the instructions printed thereon, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting, including the additional proposed resolutions set out in this Supplementary Notice.
 - (ii) If the Revised Form of Proxy is lodged in accordance with the instructions printed thereon before 48 hours prior to the time of the Annual General Meeting or any adjournment thereof (the “**Closing Time**”), the Revised Form of Proxy, if duly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Original Form of Proxy previously lodged by the Shareholder.
 - (iii) If the Revised Form of Proxy is lodged with the Company’s Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Form of Proxy will be invalid. The Original Form of Proxy, if duly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy so appointed by the Shareholder under the Original Form of Proxy will be entitled to vote in the manner as mentioned in (i) above as if no Revised Form of Proxy is lodged with the Company’s Hong Kong branch share registrar.
5. Shareholders are reminded that completion and return of the Original Form of Proxy and/or the Revised Form of Proxy will not preclude them from attending and voting in person at the Annual General Meeting or any adjournment thereof.
6. As at the date of this notice, the board of Directors comprises four executive Directors, namely, Mr. Lin Zhiqiang, Ms. Yan Xiaotong, Mr. Dang Shuquo and Mr. See Ching Chuen, and three independent non-executive Directors, namely Mr. Chang Wei, Mr. Nie Xing and Mr. Yu Chou Man.