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# 康師傅控股

TINGYI (CAYMAN ISLANDS) HOLDING CORP.

康師傅控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0322)**

## **FURTHER ANNOUNCEMENT IN RESPECT OF RENEWAL OF CONTINUING CONNECTED TRANSACTIONS FOR THE PURCHASE OF FLEXIBLE PLASTIC PACKAGING MATERIALS AND PLASTIC PRODUCTS**

Reference is made to the announcement of the Company dated 21 November 2019 (the “**Announcement**”) under which the Company and Tingzheng entered into the Supply Agreement for the Group to purchase flexible plastic packaging materials and plastic products from Tingzheng and its subsidiaries for a term of three financial years ending 31 December 2022. Unless otherwise provided, capitalised terms used in this announcement shall have the same meaning as defined in the Announcement.

Reference is also made to the announcement of the Company dated 18 October 2019 where Company entered into a supply agreement (the “**Marine Vision Agreement**”) with Marine Vision Investment Inc. (“**Marine Vision**”) to procure carton box products from Marine Vision and its subsidiaries for a term of three financial years from 1 January 2020 to 31 December 2022.

As the Supply Agreement is entered into within twelve months of the Marine Vision Agreement, Marine Vision is also beneficially owned by family members and relatives of Mr. Wei Hong-Ming, the Chairman of the Board and an executive Director of the Company, and Mr. Wei Hong-Chen, an executive Director of the Company, and that the carton box products to be supplied under the Marine Vision Agreement are considered to be similar to the Tingzheng Products, both being packaging materials, the annual transaction amount in respect of the Supply Agreement would need to be aggregated with that of the Marine Vision Agreement. As the applicable percentage ratios in respect of the annual transaction amount under the Supply Agreement when aggregated with that of the Marine Vision Agreement is more than 5%, the Supply Agreement will be subject to the reporting, annual review, announcement and Independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

An independent board committee (the “**Independent Board Committee**”) comprising the independent non-executive Directors has been formed to advise the Independent Shareholders on the terms of the Supply Agreement and Somerley Capital Limited (the “**Independent Financial Adviser**”) has been appointed as the independent financial adviser to the Company to advise the Independent Board Committee and the Independent Shareholders in this regard.

The Company will seek approval from the Independent Shareholders of the Supply Agreement and the proposed cap amounts thereunder in accordance with the requirements of the Listing Rules.

A circular containing, among other things, (i) details of the Supply Agreement; (ii) a letter from the Independent Financial Adviser containing its advice on the Supply Agreement; (iii) the recommendation of the Independent Board Committee; and (iv) a notice of the extraordinary general meeting to be held to approve the Supply Agreement, will be despatched to the Shareholders on or before 31 December 2019.

By order of the Board  
**Tingyi (Cayman Islands) Holding Corp.**  
**Mr. Junichiro Ida**  
*Vice-chairman and Executive Director*

Hong Kong, 16 December 2019

*As at the date of this announcement, Mr. Wei Hong-Ming, Mr. Junichiro Ida, Mr. Lin Chin-Tang, Mr. Wei Hong-Chen, Mr. Koji Shinohara and Mr. Yuko Takahashi are executive Directors of the Company. Mr. Hsu Shin-Chun, Mr. Lee Tiong-Hock and Mr. Hiromu Fukada are independent non-executive Directors of the Company.*

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\* *For identification purposes only*