

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**康師傅控股有限公司 \***

**TINGYI (CAYMAN ISLANDS) HOLDING CORP.**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code :0322)

**VOTING RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 10 JUNE 2011**

**VOTING RESULTS OF THE AGM**

The Board is pleased to announce that all resolutions proposed at the AGM were duly passed by the Shareholders by way of poll at the AGM held on 10 June 2011.

The board ("Board") of directors ("Directors") of Tingyi (Cayman Islands) Holding Corp. (the "Company") is pleased to announce that at the annual general meeting (the "AGM") held on 10 June 2011, all the resolutions set out in the Notice of AGM dated 31 March 2011 were duly passed by the shareholders of the Company (the "Shareholders") as ordinary resolutions by way of poll.

As at the date of the AGM, the total number of issued shares of the Company was 5,586,793,360 shares, which was the total number of shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. No shareholder of the Company was entitled to attend and vote only against the resolutions proposed at the AGM. None of the shareholders of the Company have stated their intention in the Company's circular dated 31 March 2011 to abstain from voting for or voting against any of the resolutions at the AGM.

The poll results of all the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES CAST (PERCENTAGE OF TOTAL NUMBER OF VOTES CAST)			TOTAL NUMBER OF VOTES CAST
		FOR	AGAINST	ABSTAIN	
1.	To receive and consider the audited accounts and the reports of the directors and auditors for the year ended 31 December 2010	4,649,462,037 (100%)	---- (0%)	198,000 (0%)	4,649,462,037
2.	To declare the payment of a final dividend for the year ended 31 December 2010	4,649,660,037 (100%)	---- (0%)	---- (0%)	4,649,660,037
3.	(1) To re-elect Mr. Ryo Yoshizawa as a director and authorise the directors to fix his remuneration.	4,625,035,339 (99.47%)	19,980,839 (0.43%)	4,643,859 (0.10%)	4,645,016,178
	(2) To re-elect Mr. Wu Chung-Yi as a director and authorise the directors to fix his remuneration.	4,625,035,339 (99.47%)	19,980,839 (0.43%)	4,643,859 (0.10%)	4,645,016,178
	(3) To re-elect Mr. Junichiro Ida as a director and authorise the directors to fix his remuneration.	4,625,035,339 (99.47%)	19,980,839 (0.43%)	4,643,859 (0.10%)	4,645,016,178
4.	To re-appoint auditors of the Company and authorise the directors to fix their remuneration.	4,649,660,037 (100%)	---- (0%)	---- (0%)	4,649,660,037
5.	To consider and approve the general mandate for issue of shares.	3,951,535,118 (84.99%)	681,550,919 (14.66%)	16,574,000 (0.36%)	4,633,086,037
6.	To consider and approve the general mandate to repurchase shares in the capital of the Company.	4,649,503,037 (100%)	157,000 (0.%)	---- (0%)	4,649,660,037
7.	To consider and approve that the aggregate nominal amount of shares which are repurchased by the Company shall be added to the aggregate nominal amount of the shares which may be allotted pursuant to the general mandate for issue of shares.	3,980,978,192 (85.62%)	667,901,845 (14.36%)	780,000 (0.0168%)	4,648,880,037

As more than 50% of the votes were cast in favour of each of the above resolutions, all of the above resolutions were duly passed as the ordinary resolutions.

The Company's auditor, Mazars CPA Limited, was appointed the scrutineer for vote-taking at the AGM

By order of the Board  
Tingyi (Cayman Islands) Holding Corp.  
Ip Pui Sum  
Company Secretary

Tianjin, the PRC, 10 June 2011

As at the date of this announcement, Executive Directors of the Company are Wei Ing-Chou, Takeshi Ida, Ryo Yoshizawa, Wei Ying-Chiao, Wu Chung-Yi and Junichiro Ida; the Independent Non-Executive Directors of the Company are Hsu Shin-Chun, Lee Tiong-Hock and Michihiko Ota.

web site: <http://www.masterkong.com.cn>  
<http://www.irasia.com/listco/hk/tingyi>

\* For identification purposes only