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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)

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, AUDIT COMMITTEE MEMBER AND REMUNERATION AND NOMINATION COMMITTEE MEMBER

The Board announces that Mr Ota has tendered his resignation as an independent non-executive director, an audit committee member and a remuneration and nomination committee member with effect from 13 June 2011. With effect from 13 June 2011, Mr Okada has been appointed as an independent non-executive director, an audit committee member and a remuneration and nomination committee member.

RESIGNATION OF INDEPENDENT NON- EXECUTIVE DIRECTOR, AUDIT COMMITTEE MEMBER AND REMUNERATION AND NOMINATION COMMITTEE MEMBER

The board (the “**Board**”) of directors of Tingyi (Cayman Islands) Holding Corp. (the “**Company**”) announces that Mr Michihiko Ota (“**Mr Ota**”) has tendered his resignation as an independent non-executive director, an audit committee member and a remuneration and nomination committee member with effect from 13 June 2011.

Mr Ota has confirmed that:

- (a) he wished to have more time to devote to his other work commitments;
- (b) he has no disagreement with the Board; and
- (c) there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The Board would like to extend its gratitude to Mr Ota for his valuable efforts and contributions to the Company during this term of appointment and offers its best wishes to him.

**APPOINTMENT OF A NEW INDEPENDENT NON-EXECUTIVE DIRECTOR,
AN AUDIT COMMITTEE MEMBER AND A REMUNERATION AND
NOMINATION COMMITTEE MEMBER**

The Board is pleased to announce that with effect from 13 June 2011, Mr Daisuke Okada (“**Mr Okada**”) has been appointed as an independent non-executive director, an audit committee member and a remuneration and nomination committee member.

Mr Daisuke Okada, aged 54. He is the Managing Executive Officer, Member of the Board of Marubeni Corporation, and Advisor to the President for Living Essentials Group (Food Material Division and Vice Chairman of Investment and Credit Committee.) After graduating Aoyama Gakuin College of Economics in 1979, he joined Marubeni Corporation and worked for over 32 years. He has been in charge of Grain & Feedstuff Department and Agri-Marine Products Division.

Mr Okada has not entered into a service agreement with the Company and with no fixed term of his service subject to the requirements in the Articles of Association of the Company. The emoluments payable to Mr Okada is subject to review by the Board each year. The emolument of Mr Okada are determined by reference to his duties and responsibilities within the Company and its subsidiaries.

Mr Okada does not have, and is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Mr Okada is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Mr Okada has not held directorship or major appointment in any other listed public companies in the past three years.

In addition, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), and there is no any other matters that need to be brought to the attention of Shareholders.

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

Tianjin, the PRC, 13 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 Daisuke Okada.

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

* For identification purposes only