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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)

**VOTING RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 7 JUNE 2013  
AND  
PAYMENT OF FINAL DIVIDENDS**

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 7 June 2013.

**VOTING RESULTS OF THE AGM**

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 7 June 2013, all the resolutions set out in the Notice of AGM dated 12 April 2013 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 5,593,897,360 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 12 April 2013 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 (PERCENT OF TOTAL NUMBER OF VOTES CAST)		TOTAL NUMBERS OF VOTES CAST
		FOR	AGAINST	
1.	To receive and consider the audited accounts and the reports of the directors and auditors for the year ended 31 December 2012	4,872,080,741 (100%)	---- (0%)	4,872,080,741

ORDINARY RESOLUTIONS		NUMBER OF VOTES CAST (PERCENT OF TOTAL NUMBER OF VOTES CAST)		TOTAL NUMBERS OF VOTES CAST
		FOR	AGAINST	
2.	To declare the payment of a final dividend for the year ended 31 December 2012	4,872,296,741 (100%)	---- (0%)	4,872,296,741
3.	(1) To re-elect Mr. Ryo Yoshizawa as a director and authorise the directors to fix his remuneration.	4,850,835,050 (99.58%)	20,254,421 (0.42%)	4,871,089,471
	(2) To re-elect Mr. Wu Chung-Yi as a director and authorise the directors to fix his remuneration.	4,851,005,050 (99.59%)	20,084,421 (0.41%)	4,871,089,471
	(3) To re-elect Mr. Lee Tiong-Hock as a director and authorise the directors to fix his remuneration.	4,858,315,132 (99.73%)	13,222,609 (0.27%)	4,871,537,741
4.	To re-appoint auditors of the Company and authorize the directors to fix their remuneration	4,869,811,108 (99.96%)	2,099,633 (0.04%)	4,871,910,741
5.	To consider and approve the general mandate for issue of shares.	4,012,881,379 (82.36%)	859,199,362 (17.64%)	4,872,080,741
6.	To consider and approve the general mandate to repurchase shares in the capital of the Company.	4,871,241,108 (99.99%)	296,633 (0.01%)	4,871,537,741
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.	4,028,414,128 (82.68%)	843,666,613 (17.32%)	4,872,080,741

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.

## **PAYMENT OF FINAL DIVIDENDS**

In relation to the ordinary resolution No. 2 above, the final dividends will be paid on or about Wednesday, 10 July 2013 to shareholders whose names appear on the register of members of the Company as at Wednesday, 19 June 2013. In order to ascertain shareholders' entitlement to the final dividends, the register of members of the Company will be closed from Monday, 17 June 2013 to Wednesday, 19 June 2013 (both dates inclusive). To qualify for the final dividends, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 14 June 2013. Shareholders registered under the Hong Kong branch register of members will receive their dividends in Hong Kong dollars ("HK\$"). The HK\$ equivalent of the final dividend is HK\$0.2499 per share which is based on today's exchange rate of US\$ against HK\$ at US\$1.00 to HK\$7.762.

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

Tianjin, the PRC, 7 June 2013

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 Hiromu Fukada.

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

\* For identification purposes only