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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)

## **PROPOSED ISSUE OF SENIOR NOTES**

The Company proposes to conduct an international offering of unsecured senior notes and will commence a series of investor meetings beginning on or around 24 July 2015. The completion of the Proposed Notes Issue is subject to market conditions and investor interest. Deutsche Bank is the sole global coordinator of the Proposed Notes Issue. Deutsche Bank and Nomura are the joint bookrunners and joint lead managers managing the Proposed Notes Issue.

The proceeds of the Notes will be used to refinance certain existing indebtedness and for other general corporate purposes.

Application has been made for the listing of the Notes on the SGX-ST. Admission of the Notes to the official list of, and quotation of the Notes on, the SGX-ST is not to be taken as an indication of the merits of the Company or the Notes. SGX-ST assumes no responsibility for the contents of this announcement.

**As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, and the completion of the Proposed Notes Issue is subject to market conditions and investor interest, the Proposed Notes Issue may or may not materialise. Investors and shareholders of the Company are reminded to exercise caution when dealing in the securities of the Company.**

## **THE PROPOSED NOTES ISSUE**

### **Introduction**

The Company proposes to conduct an international offering of unsecured senior notes and will commence a series of investor meetings on or about 24 July 2015. The completion of the Proposed Notes Issue is subject to market conditions and investor interest. Deutsche Bank is the sole global coordinator of the Proposed Notes Issue. Deutsche Bank and Nomura are the joint bookrunners and joint lead managers managing the Proposed Notes Issue.

The Notes have not been and will not be registered under the Securities Act, and may not be offered, sold or delivered within the United States. Accordingly, the Notes are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and in accordance with any other applicable laws. None of the Notes will be offered to the public in Hong Kong.

### **Background of the Company and Reasons for the Proposed Notes Issue**

The Company is a leading producer and distributor in the food and beverage sector in the PRC. The main products of the Company include instant noodles, beverages and instant foods such as egg rolls, sandwich crackers and muffins. According to Nielsen, in terms of sales volume, the Company had the largest market share for instant noodles in the PRC since 1995 and the largest market share in the PRC for ready-to-drink teas since 2000.

The proceeds of the Notes will be used to refinance certain existing indebtedness and for other general corporate purposes.

### **Listing**

Application has been made for the listing of the Notes on the SGX-ST. Admission of the Notes to the official list of, and quotation of the Notes on, the SGX-ST is not to be taken as an indication of the merits of the Company or the Notes. SGX-ST assumes no responsibility for the contents of this announcement.

No listing of the Notes has been sought in Hong Kong.

## GENERAL

**As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, and the completion of the Proposed Notes Issue is subject to market conditions and investor interest, the Proposed Notes Issue may or may not materialise. Investors and shareholders of the Company are reminded to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of directors of the Company;
“China” or “PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan for the purpose of this announcement;
“Company”	Tingyi (Cayman Islands) Holding Corp., a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Deutsche Bank”	Deutsche Bank AG, Singapore Branch, the sole global coordinator and one of the joint bookrunners and joint lead managers in respect of the offer and sale of the Notes;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomura”	Nomura International plc, one of the joint bookrunners and joint lead managers in respect of the offer and sale of the Notes;
“Notes”	the senior notes to be issued by the Company;

“Proposed Notes Issue”	the proposed issue of the Notes by the Company;
“Securities Act”	the United States Securities Act of 1933, as amended;
“SGX-ST”	Singapore Exchange Securities Trading Limited;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“United States”	the United States of America.

By order of the Board of  
**Tingyi (Cayman Islands) Holding Corp.**  
**Wei Ing-Chou**  
*Chairman*

Shanghai, the PRC, 27 July 2015

*As at the date of this announcement, Mr. Wei Ing-Chou, Mr. Junichiro Ida, Mr. Wu Chung-Yi, Mr. Teruo Nagano, Mr. Wei Hong-Ming and Mr. Koji Shinohara 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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<http://www.irasia.com/listco/hk/tingyi>

\* *For identification purposes only*