

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make 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

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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of Tingyi (Cayman Islands) Holding Corp. (the “**Company**”) and together with its subsidiaries, the “**Group**”) hereby announces that the Company offered 11,420,000 share options (the “**Share Options**”, each a “**Share Option**”) to certain eligible participants (the “**Grantees**”, each a “**Grantee**”) to subscribe for an aggregate of 11,420,000 new shares of US\$0.005 each (the “**Shares**”, each a “**Share**”) in the capital of the Company, subject to acceptance of such Grantees of the Share Options under the share option scheme adopted by the shareholders of the Company on 20 March 2008 (the “**Scheme**”). A summary of such grant is set out below:

Date of grant	:	21 April 2017 (the “ Date of Grant ”)
Exercise price of Share Options granted	:	HK\$10.2, representing the highest of (i) the official closing price of HK\$10.2 per Share as stated in the daily quotation sheets issued by The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”) on 21 April 2017, being the Date of Grant; (ii) the average closing price of HK\$10.17 per Share as stated in the daily quotation sheets issued by the Stock Exchange for five trading days immediately preceding the Date of Grant; and (iii) the nominal value per Share.
Total number of Share Options granted	:	11,420,000 Share Options (each Share Option shall entitle the holder of the Share Option to subscribe for one Share).
Closing price of the Shares on the Date of Grant	:	HK\$10.2
Validity period of the Share Options	:	21 April 2022 to 20 April 2027

Out of 11,420,000 Shares Options, 6,000,000 Share Options were granted to the following director

of the Company (the “**Director**”) and chief executive officer of the Company and an associate of certain connected persons of the Company, and 5,420,000 Share Options were granted to certain employees of the Group, details of which are as follows:

Grantees	Position held and relationship with the Company	Number of Share Options
Mr. James Chun-Hsien Wei	Chief Executive Officer	4,000,000
Mr. Wei Hong-Ming	Executive Director	1,000,000
Mr. Wei Hong-Chen	director of a subsidiary and an associate of connected persons of the Company	1,000,000
Sub-total		<u>6,000,000</u>
Certain employees of the Group	—	5,420,000
Total:		<u>11,420,000</u>

Note: Mr. Wei Hong-Chen is a director of a subsidiary of the Group and the son of Mr. Wei Ing-Chou, an executive Director and the Chairman of the Company and the brother of Mr. Wei Hong-Ming, an executive Director.

In accordance with Rule 17.04(1) of the Listing Rules, the grant of the Share Options to each of the above Director, chief executive and associate of two Directors of the Company has been approved by the independent non-executive Directors.

Save as disclosed above, none of the Grantees is a director, chief executive officer or substantial shareholder of the Company, or their respective associates (as defined in the Listing Rules).

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

Shanghai, PRC, 21 April 2017

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.

* For identification purposes only

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