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康師傅控股

TINGYI (CAYMAN ISLANDS) HOLDING CORP.

(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 “**Stock Exchange**”) (the “**Listing Rules**”).

Reference is made to the circular of the Tingyi (Cayman Islands) Holding Corp. (the “**Company**” and together with its subsidiaries, the “**Group**”) dated 29 March 2018 (the “**Circular**”) and the poll results announcement of the Company dated 26 April 2018. At the extraordinary general meeting (the “**EGM**”) of the Company held on 26 April 2018, the shareholders have by an ordinary resolution adopted the share option scheme as detailed in the Circular (the “**Share Option Scheme**”), subject to the grant of the approval for the listing of, and permission to deal in, the shares to be issued pursuant to the exercise of any options granted under the Share Option Scheme (the “**Listing Approval**”) by the Stock Exchange. The Company has already submitted the application for the Listing Approval.

The board of directors (the “**Board**”) of the Company hereby announces that on 27 April 2018, the Company has conditionally granted 8,104,000 share options (the “**Share Options**”, each a “**Share Option**”) to certain eligible participants (the “**Grantees**”, each a “**Grantee**”) to subscribe for an aggregate of 8,104,000 new shares of US\$0.005 each (the “**Shares**”, each a “**Share**”) in the capital of the Company, subject to (i) the granting of the Listing Approval; and (ii) acceptance by such Grantees of the Share Options under the Share Option Scheme. A summary of such grant is set out below:

Date of grant	:	27 April 2018 (the “ Date of Grant ”)
Exercise price of Share Options granted	:	HK\$16.18, representing the highest of (i) the official closing price of HK\$15.02 per Share as stated in the daily quotation sheets issued by the Stock Exchange on 27 April 2018, being the Date of Grant; (ii) the average closing price of HK\$16.18 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	:	8,104,000 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\$15.02
Validity period of the Share Options	:	Subject to the granting of the Listing Approval, the Share Options will be valid for a period of up to ten years to 26 April 2028.

Out of 8,104,000 Shares Options, 3,941,000 Share Options were granted to the following directors of the Company (the “**Director**”) and chief executive officer of the Company and an associate of certain connected persons of the Company, and 4,163,000 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	2,505,000
Mr. Wei Ing-Chou	Chairman and Executive Director	470,000
Mr. Wei Hong-Ming	Executive Director	483,000
Mr. Wei Hong-Chen (<i>Note</i>)	Director of a subsidiary and an associate of connected persons of the Company	483,000
Sub-total		<u>3,941,000</u>
Certain employees of the Group		<u>4,163,000</u>
Total:		<u><u>8,104,000</u></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 of the Company.

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, 27 April 2018

As at the date of this announcement, Mr. Wei Ing-Chou, Mr. Junichiro Ida, Mr. Lin Chin-Tang, 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>