

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 disclaim 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)

**POLL RESULTS FOR THE ANNUAL GENERAL MEETING
HELD ON 3 JUNE 2019,
PAYMENT OF FINAL DIVIDENDS AND SPECIAL DIVIDENDS
AND
AMENDMENTS OF ARTICLES OF ASSOCIATION**

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 3 June 2019.

POLL 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 3 June 2019, all the resolutions set out in the Notice of AGM dated 15 April 2019 were duly passed by the shareholders of the Company (the “**Shareholders**”) as resolutions by way of poll.

As at the date of the AGM, the total number of issued shares of the Company was 5,623,386,360 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 15 April 2019 to abstain from voting for or 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 NUMBER 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 2018	5,104,632,137 (99.998%)	114,000 (0.002%)	5,104,746,137
2.	To approve the payment of a final dividend for the year ended 31 December 2018	5,105,536,137 (100%)	0 (0%)	5,105,536,137
3.	To approve the payment of a special dividend for the year ended 31 December 2018	5,105,536,137 (100%)	0 (0%)	5,105,536,137

4.	To re-elect Mr. Teruo Nagano as an executive Director and to authorize the Directors to fix his remuneration	5,051,620,966 (99.033%)	49,304,909 (0.967%)	5,100,925,875
5.	To re-elect Mr. Wei Hong-Chen as an executive Director and to authorize the Directors to fix his remuneration	5,051,620,966 (99.033%)	49,304,909 (0.967%)	5,100,925,875
6.	To re-elect Mr. Hsu Shin-Chun as an independent non-executive Director and to authorize the Directors to fix his remuneration	4,889,195,651 (95.765%)	216,218,486 (4.235%)	5,105,414,137
7.	To re-appoint auditors of the Company and authorize the Directors to fix their remuneration	4,963,306,137 (99.979%)	1,026,000 (0.021%)	4,964,332,137
8.	To consider and approve the general mandate to issue share	4,015,843,040 (78.659%)	1,089,571,097 (21.341%)	5,105,414,137
9.	To consider and approve the general mandate to buy back shares of the Company	5,105,414,137 (100%)	0 (0%)	5,105,414,137
10.	To consider and approve that the total number of shares which are bought back by the Company shall be added to the total number of shares which may be allotted pursuant to the general mandate for issue of shares	3,958,956,045 (79.748%)	1,005,376,092 (20.252%)	4,964,332,137
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 of the Company.				
SPECIAL RESOLUTION				
11.	To consider and approve the amendment of the articles of association of the Company	5,105,536,137 (100%)	0 (0%)	5,105,536,137
As more than 75% of the votes were cast in favour of the above resolution, the above resolution was duly passed as a special resolution of the Company.				

The Company's auditor, Mazars CPA Limited, was appointed the scrutineer for vote-taking at the AGM.

PAYMENT OF FINAL AND SPECIAL DIVIDENDS

In relation to ordinary resolutions No. 2 and No. 3 above, the final dividends and the special dividends will be paid on or about 10 July 2019 to shareholders whose names appear on the register of members of the Company as at 12 June 2019. In order to ascertain shareholders' entitlement to the final dividends and special dividends, the register of members of the Company will be closed from 10 June 2019 to 12 June 2019 (both dates inclusive). To qualify for the final dividends and special dividends, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 6 June 2019. 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 and special dividend is HK\$0.25089 per share and HK\$0.25089 per share, respectively, which is based on today's exchange rate of US\$ against HK\$ at US\$1.00 to HK\$7.8404. The total dividend is HK\$0.50178 per share.

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

Shanghai, the PRC, 3 June 2019

As at the date of this announcement, Mr. Wei Hong-Ming, Mr. Junichiro Ida, Mr. Lin Chin-Tang, Mr. Teruo Nagano, Mr. Wei Hong-Chen 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

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