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## **EXEMPTED CONNECTED TRANSACTIONS**

On 30 June 2011, Tianjin Tingyi, a wholly-owned subsidiary of the Company, entered into the First Agreement with TTZ, pursuant to which, Tianjin Tingyi agreed to sell and TTZ agreed to purchase the First Property for a cash consideration of RMB64.47 million.

On 30 June 2011, Tianjin Tingyi entered into the Second Agreement with De-meng, pursuant to which, Tianjin Tingyi agreed to sell and De-meng agreed to purchase the Second Property for a cash consideration of RMB41.88 million.

The two agreements are not inter-conditional.

TTZ is majority owned by Mr. Wei Ing-Chou, Mr Wei Ying-Chiao, who are Directors, and their family members and hence a connected person of the Company for the purpose of the Listing Rules. The transaction contemplated under the First Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

De-meng is ultimately owned by Ting Hsin, a controlling shareholder of the Company, and hence a connected person of the Company for the purpose of the Listing Rules. The transaction contemplated under the Second Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest of all applicable percentage ratios (except the profits ratio) in respect of the transactions under the First Agreement and the Second Agreement in aggregate is less than 5%, the Disposals are subject to the reporting and announcement requirements set out in Rule 14A.45 to Rule 14A.47 of the

Listing Rules but are exempt from the independent shareholders' approval requirements under Rule 14A.32 of the Listing Rules. Mr Wei Ing-Chou and Mr Wei Ying-Chiao have abstained from voting on the Board resolution approving the First Agreement, the Second Agreement and the Disposals.

## INTRODUCTION

On 30 June 2011, Tianjin Tingyi, a wholly-owned subsidiary of the Company, entered into the First Agreement with TTZ, pursuant to which, Tianjin Tingyi agreed to sell and TTZ agreed to purchase the First Property for a cash consideration of RMB64.47 million.

On 30 June 2011, Tianjin Tingyi entered into the Second Agreement with De-meng, pursuant to which, Tianjin Tingyi agreed to sell and De-meng agreed to purchase the Second Property for a cash consideration of RMB41.88 million.

The two agreements are not inter-conditional.

## THE FIRST AGREEMENT

**Date:** 30 June 2011

**Parties:** (a) TTZ; and  
(b) Tianjin Tingyi, a wholly-owned subsidiary of the Company.

**Subject:** The property located in No. 19, Bohai Road, Tianjin Economic - Technological Development Area, with a floor area of 41,813 square meters.

**Consideration:** The consideration for the First Property is RMB64.47 million which will be paid in cash at completion.

**Completion:** Completion of the transaction has taken place on 30 June 2011.

## THE SECOND AGREEMENT

<b>Date</b>	30 June 2011
<b>Parties</b>	(a) De-meng; and  (b) Tianjin Tingyi.
<b>Subject:</b>	The property located in No. 19, Fifth Avenue, Tianjin Economic - Technological Development Area with a floor area of 29,738.94 square meters.
<b>Consideration:</b>	The consideration for the Second Property is RMB41.88 million which will be paid in cash at completion.
<b>Completion:</b>	Completion of the transaction has taken place on 30 June 2011.

## REASON FOR THE DISPOSALS

The First Property and the Second Property were previously used for production. Tianjin Tingyi has relocated its production facilities and the First Property and the Second Property became redundant after the relocation.

The Directors, including the independent non-executive Directors but excluding Mr. Wei Ing-Chou and Mr Wei Ying-Chiao, believe that having taken into account of the circumstances that have led to the Disposals and the valuation, the transactions contemplated under the First Agreement and the Second Agreement are on normal commercial terms and are in the Group's ordinary and usual course of business, and their terms are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## LISTING RULES IMPLICATIONS

TTZ is majority owned by Mr. Wei Ing-Chou, Mr Wei Ying-Chiao, who are Directors, and their family members and hence a connected person of the Company for the purpose of the Listing Rules. The transaction contemplated under the First Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

De-meng is ultimately owned by Ting Hsin, a controlling shareholder of the Company, and hence a connected person of the Company for the purpose of the Listing Rules. The transaction contemplated under the Second Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest of all applicable percentage ratios (except the profits ratio) in respect of the transactions under the First Agreement and the Second Agreement in aggregate is less than 5%, the Disposals are subject to the reporting and announcement requirements set out in Rule 14A.45 to Rule 14A.47 of the Listing Rules but are exempt from the independent shareholders' approval requirements under Rule 14A.32 of the Listing Rules. Mr Wei Ing-Chou and Mr Wei Ying-Chiao have abstained from voting on the Board resolution approving the First Agreement, the Second Agreement and the Disposals.

## DEFINITIONS

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

“Board”	the board of Directors;
“Company”	Tingyi (Cayman Islands) Holding Corp., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange;
“connected person”	has the meaning ascribed to it under the Listing Rules;
“De-meng”	Tian Jin De-Meng Foods Co.,Ltd., a company ultimately owned by Ting Hsin;
“Director(s)”	the director(s) of the Company;
“Disposals”	the disposal of the First Property pursuant to the First Agreement and the disposal of the Second Property pursuant to the Second Agreement;
“First Agreement”	the sale and purchase agreement dated 30 June 2011 entered into between Tianjin Tingyi and TTZ in relation to the disposal of the First Property;
“First Property”	the property located in No. 19, Bohai Road, Tianjin Economic - Technological Development Area with a floor area of 41,813 square meters;
“Group”	the Company and its subsidiaries;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PRC”	the People's Republic of China;

“RMB”	Renminbi, the lawful currency of the PRC;
“Second Agreement”	the sale and purchase agreement dated 30 June 2011 entered into between Tianjin Tingyi and De-meng in relation to the disposal of the Second Property;
“Second Property”	the property located in located in No. 19, Fifth Avenue, Tianjin Economic - Technological Development Area, the PRC, covering a floor area of 29,738.94 square meters;
“TTZ”	Tianjin Tingzheng Print & Packing Material Co.,Ltd., a company majority owned by Mr. Wei Ing-Chou, Mr. Wei Ying-Chiao and their family members;
“Tianjin Tingyi”	Tianjin Tingyi Food Co., Ltd., a wholly owned subsidiary of the Company; and
“Ting Hsin”	Ting Hsin (Cayman Islands) Holding Corp., a controlling shareholder of the Company.

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

Tianjin, the PRC, 4 July, 2011

*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 Daisuke Okada.*

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

\* *For identification purposes only*