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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)

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, AUDIT COMMITTEE MEMBER AND REMUNERATION AND NOMINATION COMMITTEE MEMBER

The Board announces that Mr Okada has tendered his resignation as an independent non-executive director, an audit committee member and a remuneration and nomination committee member with effect from 3 January 2012. With effect from 3 January 2012, Mr Fukada has been appointed as an independent non-executive director, an audit committee member and a remuneration and nomination committee member.

RESIGNATION OF INDEPENDENT NON- EXECUTIVE DIRECTOR, AUDIT COMMITTEE MEMBER AND REMUNERATION AND NOMINATION COMMITTEE MEMBER

The board (the “**Board**”) of directors of Tingyi (Cayman Islands) Holding Corp. (the “**Company**”) announces that Mr Daisuke Okada (“**Mr Okada**”) has tendered his resignation as an independent non-executive director, an audit committee member and a remuneration and nomination committee member with effect from 3 January 2012.

Mr Okada has confirmed that:

- (a) he wished to have more time to devote to his other work commitments;
- (b) he has no disagreement with the Board; and
- (c) there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The Board would like to extend its gratitude to Mr Okada for his valuable efforts and contributions to the Company during this term of appointment and offers its best wishes to him.

**APPOINTMENT OF A NEW INDEPENDENT NON-EXECUTIVE DIRECTOR,
AN AUDIT COMMITTEE MEMBER AND A REMUNERATION AND
NOMINATION COMMITTEE MEMBER**

The Board is pleased to announce that with effect from 3 January 2012, Mr Hiromu Fukada (“**Mr Fukada**”) has been appointed as an independent non-executive director, an audit committee member and a remuneration and nomination committee member.

Mr Hiromu Fukada, aged 83. After graduation from the Faculty of Letters, University of Tokyo, he went to Balliol College, University of Oxford, and specialized in politics and economics. Mr Fukada passed the examination for the qualification of diplomats in 1950. He served in Euro-America Bureau, Japanese Ministry of Foreign Affairs from 1951. He had worked in Japanese embassies in both UK and Philippines. His work experience also included the head of regional policy division in Asia Bureau and North America No. 1 division in America Bureau, deputy director-general of America Bureau, minister of Japanese legation in America, deputy head of mission in Japanese OECD Delegation, director-general of economic bureau, ambassador in Singapore and OECD. Mr Fukada had worked as the Japanese ambassador in Australia from 1990 to 1992. He was the deputy chairman of Save the Children Japan in 2005. Mr Fukada has been the auditor of Ueno Fine Chemicals Industry Ltd. since 2006.

Mr Fukada has not entered into a service agreement with the Company and with no fixed term of his service subject to the requirements in the Articles of Association of the Company. The emoluments payable to Mr Fukada are subject to review by the Board each year. The emoluments of Mr Fukada are determined by reference to his duties and responsibilities within the Company and its subsidiaries.

Mr Fukada does not have, and is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Mr Fukada is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Mr Fukada has not held directorship or major appointment in any other listed public companies in the past three years.

In addition, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), and there is no any other matters that need to be brought to the attention of Shareholders.

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

Tianjin, the PRC, 3 January 2012

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 Hiromu Fukada.

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

* For identification purposes only