

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.



EXEMPT CONTINUING CONNECTED TRANSACTIONS

On 5 November 2012, Pepsi China Investment, a subsidiary of the Group, entered into the Supply Agreement with Ting Qiao for the supply of beverage products by the Group's bottlers to the fast food outlets of Dicos for a term commencing from the date of the Supply Agreement until 31 December 2014.

Ting Qiao operates the Dicos fast food restaurant chain in the PRC and is beneficially owned as to 88% by Ting Hsin, which is a substantial shareholder of the Company holding approximately 33.2% of the issued share capital of the Company as at the date of this announcement. Accordingly, Ting Qiao is a connected person of the Company for the purpose of the Listing Rules, and transactions under the Supply Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the annual transaction amount under the Supply Agreement is expected to be more than 0.1% but less than 5% of the applicable percentage ratios, the transactions contemplated under the Supply Agreement are subject to the reporting and announcement requirements set out in Rule 14A.34 of the Listing Rules and exempt from the independent shareholders' approval requirements of Chapter 14A of the Listing Rules.

On 5 November 2012, Pepsi China Investment entered into the Supply Agreement with Ting Qiao for the supply of beverage products by the Group's bottlers to the fast food outlets of Dicos.

SUPPLY AGREEMENT

Date of the agreement: 5 November 2012

Parties:

- (1) Pepsi China Investment, a subsidiary of the Group; and
- (2) Ting Qiao, a company established in the PRC which operates the Dicos fast food restaurant chain in the PRC.

Supply of goods

Pursuant to the Supply Agreement, bottlers of the Group will supply beverage products of the Group to the Dicos fast food outlets.

The prices of the beverage products supplied by the Group to Ting Qiao will be based on the prevailing market prices of the products supplied by the Group, or as reasonably agreed by the parties, if no such prices could be taken as a reference. Payments for the products will be on normal commercial terms in accordance with the credit terms that the Group would typically extend to its customers.

The Supply Agreement has a term commencing from the date of its execution until 31 December 2014, subject to the following annual caps:

Period	Annual Cap <i>US\$ '000</i>
For the financial year ending 31 December 2012	10,800
For the financial year ending 31 December 2013	17,600
For the financial year ending 31 December 2014	21,300

The annual caps are determined with reference to the anticipated demand for beverage products that Dicos would require for its operation.

On 31 March 2012, the Company announced that it has on 31 March 2012 completed the establishment of the strategic alliance with PepsiCo Inc. (“**PepsiCo**”) in the non-alcoholic beverage business in the PRC and taken over the bottling assets previously held by PepsiCo in the PRC. Ting Qiao had been purchasing beverage products from the bottlers of PepsiCo and as from 1 April 2012, such transactions became connected transaction of the Company. Between April 2012 and the date of this announcement, the Group’s supply of beverage products to Ting Qiao amounted to approximately US\$6.96 million. Given that the amount involved was below 0.1% of each of the applicable percentage ratios, such transactions constituted exempt continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Reason for the Supply Agreement

The Company specialises in the production and distribution of instant noodles, beverages and baked goods in the PRC. Ting Qiao operates the Dicos fast food restaurant chain which has more than 1,000 outlets in the PRC. The chain ranks third among PRC’s fast food enterprises.

The supply of beverage products to fast food outlets is in the Group’s ordinary course of business. The Supply Agreement was entered into after arm’s length negotiations with the products to be benchmarked with the prevailing market prices. As such, the Directors (including the independent non-executive Directors) are of the view that the Supply Agreement was entered into under normal commercial terms and in the ordinary and usual course of business of the Group. The Directors (including the independent

non-executive Directors) are also of the view that the terms and conditions of the Supply Agreement, including the annual caps, are fair and reasonable, and that the entering into of the Supply Agreement with Ting Qiao are in the interests of the Company and the Shareholders as a whole.

GENERAL

Ting Qiao operates the Dicos fast food restaurant chain in the PRC and is 88% beneficially owned by Ting Hsin, which is a substantial shareholder of the Company holding approximately 33.2% of the issued share capital of the Company as at the date of this announcement. Accordingly, Ting Qiao is a connected person of the Company for the purpose of the Listing Rules, and the transactions under the Supply Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the annual transaction amount under the Supply Agreement is expected to be more than 0.1% but less than 5% of the applicable percentage ratios, the transactions contemplated under the Supply Agreement are subject to the reporting and announcement requirements set out in Rule 14A.34 of the Listing Rules and exempt from the independent shareholders' approval requirements of Chapter 14A of the Listing Rules.

At the Board meeting held to approve the Supply Agreement, Mr. Wei Ing-Chou and Mr. Wei Ying-Chiao, who have beneficial interests in Ting Hsin, were considered to be interested in the transactions contemplated under the Supply Agreement and have abstained from voting in respect of the resolution proposed to approve the Supply Agreement.

DEFINITIONS

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

“Board”	the board of directors of the Company;
“Company”	Tingyi (Cayman Islands) Holding Corp., a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“connected person”	has the meaning ascribed to it under the Listing Rules;
“Dicos”	德克士(Dicos), a fast food restaurant chain in the PRC;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Pepsi China Investment”	Pepsi (China) Investment Co., Ltd., (百事(中國) 投資有限公司), which is a subsidiary of the Group, which is a shareholder of the Pepsi bottlers in the PRC; the Pepsi bottlers in the PRC are engaged in the manufacture and sale of PepsiCo’s branded products to consumers in the PRC;
“PRC”	the People’s Republic of China and for the purpose this announcement, excludes Hong Kong, Taiwan and the Macau Special Administrative Region of the People’s Republic of China;
“Shareholder(s)”	shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supply Agreement”	the agreement dated 5 November 2012 between Pepsi China Investment and Ting Qiao;
“Ting Hsin”	Ting Hsin (Cayman Islands) Holding Corp., a company incorporated in the Cayman Islands, a substantial shareholder of the Company;
“Ting Qiao”	天津頂巧餐飲服務諮詢有限公司 (Tianjin Ting Qiao F&B Advisory Service Co., Ltd.), a company established in the PRC which operates the Dicos fast food restaurant chain;
“US\$”	United States dollar, the lawful currency of United States of America.

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

Tianjin, the PRC, 5 November 2012

As at the date of this announcement, Mr. Wei Ing-Chou, Mr. Takeshi Ida, Mr. Ryo Yoshizawa, Mr. Wu Chung-Yi, Mr. Wei Ying-Chiao and Mr. Junichiro Ida 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.

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

* *For identification purposes only*