

*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 25 October 2013, the Company entered into the Supply Agreement with Ting Chuan for the supply by the subsidiaries of the Group of the Products to Ting Chuan and its subsidiaries for a term commencing from the date of the Supply Agreement until 31 December 2015.

Ting Chuan operates the FamilyMart. It is a wholly owned subsidiary of Ting Hsin, which is a substantial shareholder of the Company holding approximately 33.16% of the issued share capital of the Company as at the date of this announcement. Accordingly, Ting Chuan 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 25 October 2013, the Company entered into the Supply Agreement with Ting Chuan for the supply by the subsidiaries of the Group of the Products to Ting Chuan and its subsidiaries.

## THE SUPPLY AGREEMENT

**Date of the agreement:** 25 October 2013

### **Parties:**

- (1) The Company; and
- (2) Ting Chuan, a company established in the Cayman Islands which operates the FamilyMart chain of convenient stores in the PRC.

### **Supply of goods**

Under the terms of the Supply Agreement, the subsidiaries of the Group will supply the Products to Ting Chuan and its subsidiaries.

The prices of the Products supplied by the Group to Ting Chuan and its subsidiaries will be based on the prevailing market prices of the Products supplied by the Group to its third-party customers. Payment for the Products under the Supply Agreement will be on credit terms in line with the credit policy of the Group extended to its other customers.

The Supply Agreement has a term commencing from the date of its execution, until 31 December 2015, subject to the following annual caps:

<b>Period</b>	<b>Annual Cap</b> <i>US\$ '000</i>
For the financial year ending 31 December 2013	13,700
For the financial year ending 31 December 2014	23,500
For the financial year ending 31 December 2015	27,700

The annual caps are determined with reference to historical transaction amounts, the anticipated increase in demand for the Products that Ting Chuan and its subsidiaries would require for their operation, and the expanded range of the Products being offered by the Group. Ting Chuan currently operates over 1,030 FamilyMart convenient stores in the PRC, and it is expected that it will continue with its expansion. The Company completed the establishment of its strategic alliance with PepsiCo Inc. on 31 March 2012 and the range of beverage products being offered by the Group has expanded. The Group also expects to expand its offering in instant food products in the near future. With the anticipated growth of the FamilyMart and the expanded range of the Products, the Company expects a significant increase in the sales amount in 2014 as compared with that in 2013.

Ting Chuan has been purchasing the Products from the Group since 2005. For the three financial years ended 31 December 2012 and the nine months ended 30 September 2013, the Group's supply of Products to Ting Chuan and its subsidiaries amounted to approximately US\$3.080 million, US\$4.246 million, US\$7.633 million and US\$7.803 million, respectively. Given that the amount involved was below 0.1% of each of the applicable percentage ratios for each of the relevant periods, such transactions constituted exempt continuing connected transactions of the Company under Rule 14A.33(3)(a) of the Listing Rules.

### **Reason for the Supply Agreement**

The Company specialises in the production and distribution of instant noodles, beverages and instant food in the PRC. Ting Chuan operates the FamilyMart chain which has more than 1,030 in the PRC.

The supply of Products to convenient stores in the PRC falls within the Group's ordinary course of business. The Supply Agreement was entered into after arm's length negotiations with the terms of supply for Products to be benchmarked in accordance with those extended by the Group to its other customers.

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.

Save for Mr. Wei Ing-Chou and Mr. Wei Ying-Chiao, who have abstained from voting for the resolution to approve the Supply Agreement, the other 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, 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 Chuan is in the interests of the Company and the Shareholders as a whole.

### **GENERAL**

Ting Chuan is a wholly owned subsidiary of Ting Hsin, which is a substantial shareholder of the Company holding approximately 33.16% of the issued share capital of the Company as at the date of this announcement. Accordingly, Ting Chuan 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.

## 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;
“Director(s)”	the director(s) of the Company;
“FamilyMart”	the chain of convenient stores in the PRC operated under the brand of “FamilyMart”;
“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;
“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;
“Products”	products produced by the Group, including instant noodles, bakery products, instant food and beverages;

“Shareholder(s)”	shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supply Agreement”	the agreement dated 25 October 2013 between the Company and Ting Chuan;
“Ting Chuan”	Ting Chuan (Cayman Islands) Holding Corp., a company incorporated in the Cayman Islands,
“Ting Hsin”	Ting Hsin (Cayman Islands) Holding Corp., a company incorporated in the Cayman Islands, a substantial shareholder of the Company;
“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, 25 October 2013

As at the date of this announcement, Mr. Wei Ing-Chou, Mr. Junichiro Ida, Mr. Ryo Yoshizawa, Mr. Wu Chung-Yi, Mr. Wei Ying-Chiao and Mr. Teruo Nagano are the executive directors of the Company. Mr. Hsu Shin-Chun, Mr. Lee Tiong-Hock and Mr. Hiromu Fukada are the independent non-executive directors of the Company.

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

\* For identification purposes only