



康師傅控股有限公司 \*

TINGYI (CAYMAN ISLANDS) HOLDING CORP.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 322)

RESULTS OF THE ORDINARY RESOLUTION APPROVING THE  
GRANT OF WAIVERS IN RELATION TO TRANSFER OF APPROXIMATELY  
9.999% INTEREST IN TINGYI-ASAHI-ITOCHU BEVERAGES HOLDING CO. LTD.  
AT THE EXTRAORDINARY GENERAL MEETING HELD ON 30 DECEMBER 2008

The Directors are pleased to announce that the ordinary resolution approving the discloseable and connected transaction in respect of the grant of Waivers in relation to transfer of approximately 9.999% interest in TAI was duly passed at the EGM held on 30 December 2008.

Reference is made to the circular of Tingyi (Cayman Islands) Holding Corp. (the “**Company**”) dated 12 December 2008 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Directors are pleased to announce that the ordinary resolution approving the discloseable and connected transaction in respect of the grant of Waivers in relation to transfer of approximately 9.999% interest in TAI was duly passed by the Independent Shareholders by way of poll at the EGM held on 30 December 2008.

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

Details of the poll results in respect of the ordinary resolution proposed at the EGM are as follows:

ORDINARY RESOLUTION	FOR	AGAINST
	Votes	Votes
To approve the grant of the waiver of the Pre-emptive Right and the waiver of the Tag-along Right by Master Kong Beverages, a wholly-owned subsidiary of the Company, in respect of the transfer of 1,000 shares of US\$1.00 each in the issued share capital of TAI, representing approximately 9.999% of the entire issued share capital of TAI	2,156,202,459 Shares (99.58%)	9,039,000 Shares (0.42%)

As more than 50% of the votes were cast in favour of the resolution by the Independent Shareholders, the resolution approving the grant of Waivers in relation to transfer of approximately 9.999% interest in Tingyi-Asahi-Itochu Beverages Holding Co. Ltd. was approved.

As at the date of the EGM, the Company had 5,586,793,360 Shares in issue. As referred to in the Circular, Ting Hsin and its associates were required to abstain and did abstain from voting on the ordinary resolution at the EGM. Ting Hsin was interested in 2,044,827,866 Shares and Mr. Wei Ing-Chou was interested in 13,242,000 Shares, representing approximately 36.84% in aggregate of the issued share capital of the Company. As a result, only the Independent Shareholders holding a total of 3,528,723,494 Shares, representing approximately 63.16% of the issued share capital of the Company, were entitled to attend and vote for or against the ordinary resolution at the EGM. Independent Shareholders holding an aggregate of 2,165,241,459 Shares carrying voting rights of the Company, representing 61.36% of the total voting Shares of the Company, were present at the EGM. There was no Shareholder who was only entitled to vote against the resolution at the EGM. No party has stated its intention in the Circular that it would vote against any resolution at the EGM.

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

Tianjin, the PRC, 30 December 2008

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 Michio Kuwahara.

\* For identification purposes only