

*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 disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)

## INSIDE INFORMATION AND PROFIT WARNING

This announcement is made by Tingyi (Cayman Islands) Holding Corp. (the “**Company**”) pursuant to the Inside Information Provisions (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) ) under Part XIVA of the Securities and Futures Ordinance (Cap. 571) (the “**SFO**”) and Rule 13.09(2) of the Listing Rules.

The board (“**Board**”) of directors (“**Directors**”) of the Company (and together with its subsidiaries, the “**Group**”) wishes to inform the shareholders of the Company and potential investors that the Group expects to record a decrease in its unaudited consolidated net profit by approximately 35% to 40% for the year ended 31 December 2015 as compared to that for the year ended 31 December 2014.

To the best of the Board’s knowledge, the Company believes that the deterioration in its financial results for the year ended 31 December 2015 was mainly attributable to (1) a decline in noodle sales due to the price increase for quality upgrade has resulted in the sales channel taking a wait and see stance for the short term; (2) the beverage business has proactively making provisions for diminution in value based on conservative financial principle; (3) and the fluctuation in exchange rates during the year has also affected the Group’s overall results.

Notwithstanding the above, the Board is of the view that the overall operations of the Group as a whole remain sound and intact, the relationships with its customers and suppliers remain stable, because of the capital expenditure has been positively controlled, the expected amount of free cash flow will be improved on a year on year basis (increase from approximately USD 490 million net outflow in the financial year of 2014 to approximately USD 250 million net inflow in the financial year of 2015) and that the research and development of the Company’s new products is in steady progress as anticipated. The Group will continue to pay attention to free cash flow, the capital expenditure will be decreased to approximately USD 250 million in 2016. In addition, the

company will continue to monitor the industry environments as well as its cost of operations, maintain and strengthen its relationship with customers, expand its customer base, promote research and development of new products, so as to ensure the operation safety of the Group.

The information contained in this announcement is only based on the preliminary assessment made by the Board with reference to the unaudited management accounts of the Group for the twelve months ended 31 December 2015 and information currently available to the Board and the same has not been reviewed by or discussed with the auditors of the Company. Actual financial results of the Group for the year ended 31 December 2015 may be different from what is disclosed in this announcement. Further details on the financial results will be disclosed in March 2016 when the Group publishes its annual results for the year ended 31 December 2015.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.**

By order of the Board  
**Tingyi (Cayman Islands) Holding Corp.**  
**Wei Ing-Chou**  
*Chairman*

*Hong Kong, 22 February 2016*

*As at the date of this announcement, Mr. Wei Ing-Chou, Mr. Junichiro Ida, Mr. Wu Chung-Yi, Mr. Teruo Nagano, Mr. Wei Hong-Ming and Mr. Koji Shinohara 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.*

*\*For identification purposes only*

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