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# 康師傅控股

TINGYI (CAYMAN ISLANDS) HOLDING CORP.

康師傅控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0322)**

## RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

References are made to the announcements of the Company dated 25 September 2020, 27 November 2020 and 31 December 2020, respectively in relation to the 2020 Agreements. As the term of each of the 2020 Agreements is due to expire on 31 December 2023, the Company entered into the 2023 Agreements to enable the Group to continue the continuing connected transactions contemplated thereunder.

### **(1) 2023 NATURE INVESTMENT AGREEMENT**

On 6 September 2023, the Company and Nature Investment entered into the 2023 Nature Investment Agreement for the Group to continue to purchase sesame oil, animal oil and other sesame products from Nature Investment and its subsidiaries (i.e. the Nature Investment Supplier) for a term of three financial years ending 31 December 2026.

Nature Investment is a company beneficially owned by family members and relatives of Mr. Wei Hong-Ming, the Chairman of the Board and an executive Director of the Company, and Mr. Wei Hong-Chen, an executive Director of the Company. Accordingly, Nature Investment is a connected person of the Company for the purpose of Chapter 14A of the Listing Rules and the transactions contemplated under the 2023 Nature Investment Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios in respect of the annual transaction amount under the 2023 Nature Investment Agreement are expected to be more than 0.1% but less than 5%, the transactions contemplated under the 2023 Nature Investment Agreement are subject to the reporting, annual review and announcement requirements and exempt from the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **(2) 2023 WEIZHEN AGREEMENT**

On 6 September 2023, the Company and Weizhen Investment entered into the 2023 Weizhen Agreement for the Group to continue to purchase frozen and dried food materials, dried meat floss and other meat products from Weizhen Investment and its subsidiaries (i.e. the Weizhen Supplier) for a term of three financial years ending 31 December 2026.

Weizhen Investment is a company beneficially owned as to 75% by family members and relatives of Mr. Wei Hong-Ming, the Chairman of the Board and an executive Director of the Company, and Mr. Wei Hong-Chen, an executive Director of the Company, and as to 25% by Sanyo Foods, a substantial shareholder of the Company. Accordingly, Weizhen Investment is a connected person of the Company for the purpose of Chapter 14A of the Listing Rules and the transactions contemplated under the 2023 Weizhen Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios in respect of the annual transaction amount under the 2023 Weizhen Agreement are expected to be more than 0.1% but less than 5%, the transactions contemplated under the 2023 Weizhen Agreement are subject to the reporting, annual review and announcement requirements and exempt from the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **(3) 2023 SUCCESS FOREVER AGREEMENT**

On 6 September 2023, the Company and Success Forever Investments entered into the 2023 Success Forever Agreement for the Group to continue to purchase plastic products from Success Forever Investments and its subsidiaries (i.e. the Success Forever Supplier) for a term of three financial years ending 31 December 2026.

Success Forever Investments is a company beneficially owned by family members and relatives of Mr. Wei Hong-Ming, the Chairman of the Board and an executive Director of the Company, and Mr. Wei Hong-Chen, an executive Director of the Company. Accordingly, Success Forever Investments is a connected person of the Company for the purpose of Chapter 14A of the Listing Rules and the transactions contemplated under the 2023 Success Forever Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios in respect of the annual transaction amount under the 2023 Success Forever Agreement are expected to be more than 0.1% but less than 5%, the transactions contemplated under the 2023 Success Forever Agreement are subject to the reporting, annual review and announcement requirements and exempt from the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **BACKGROUND**

References are made to the announcements of the Company dated 25 September 2020, 27 November 2020 and 31 December 2020, respectively in relation to the 2020 Agreements. As the term of each of the 2020 Agreements is due to expire on 31 December 2023, the Company entered into the 2023 Agreements to enable the Group to continue the transactions contemplated thereunder.

### **(1) THE 2023 NATURE INVESTMENT AGREEMENT**

The principal terms of the 2023 Nature Investment Agreement are set out below.

- Date:** 6 September 2023
- Parties:** (1) the Company; and  
(2) Nature Investment
- Subject:** The Group will purchase sesame oil, animal oil and other sesame products from the Nature Investment Supplier.
- Term:** Three financial years commencing on 1 January 2024 and ending on 31 December 2026.
- Pricing:** The price of the products supplied by the Nature Investment Supplier to the Group will be based on the quoted price for the products to be supplied. Such quoted price will be determined on a quarterly basis based on arm's length negotiations between the parties and on normal commercial terms with reference to:
- i. the prevailing market price for the same or substantially similar products, taking into account the price of the same or substantially similar products with comparable order quantities and quality offered by independent third party suppliers;

- ii. if there are insufficient comparable transactions to (i) above, on normal commercial terms comparable to those received from independent third parties in respect of the same or substantially similar products with comparable quantities and quality; and
- iii. if both (i) and (ii) above are not applicable, by reference to the average price of similar products previously purchased by the Group, and on normal commercial terms which are no less favourable to the Group than that are available from independent third parties.

Payment for the products under the 2023 Nature Investment Agreement will be calculated on a monthly basis upon delivery, with additional credit terms of 60 days. The payment will be made on the monthly payment day specified by the Group after the end of the credit terms. The same payment procedures as described above that have been implemented under the 2020 Nature Investment Agreement will continue to be applicable under the 2023 Nature Investment Agreement.

**Cap amount:**

Pursuant to the 2023 Nature Investment Agreement, the Group has agreed to purchase products from the Nature Investment Supplier based on the pricing policy stated above during the term of the 2023 Nature Investment Agreement subject to the following annual caps:

	<b>Financial year ending</b>		
	<b>31 December</b>		
	<b>2024</b>	<b>2025</b>	<b>2026</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Transaction amount	280,000	300,000	320,000

The annual caps for the 2023 Nature Investment Agreement were determined based on the historical transaction amount with the Nature Investment Supplier and the Group's expected demand for the products supplied by the Nature Investment Supplier.

The historical purchases from the Nature Investment Supplier for the two financial years ended 31 December 2022 and the six months ended 30 June 2023 are set out below:

	For the year ended		For the six
	31 December		months
	2021	2022	ended
	RMB'000	RMB'000	30 June
			2023
			RMB'000
Annual cap	280,000	300,000	330,000 <sup>(Note)</sup>
Purchases from the Nature Investment Supplier	205,669	229,275	96,855

*Note: For the entire year of 2023.*

## Condition

The 2023 Nature Investment Agreement is subject to the Company's compliance with the requirements of the Listing Rules with respect to continuing connected transactions.

## Reasons for the 2023 Nature Investment Agreement

The Nature Investment Supplier has been supplying products to the Group for more than ten years. Such products are being used for the manufacture of the Group's products in the ordinary course of business of the Group. The Group has always been committed to food safety and quality guarantee, and therefore has high requirements for its suppliers such as the ability to provide stable and sufficient quantities of high quality products in a timely manner. The Group has not encountered any issue in relation to the quality of the products supplied by the Nature Investment Supplier in the past. As the term of the 2020 Nature Investment Agreement is due to expire on 31 December 2023, the 2023 Nature Investment Agreement is being entered into to enable the Group to continue to purchase products from the Nature Investment Supplier to satisfy the operation needs of the Group.

As the 2023 Nature Investment Agreement is being entered into in the ordinary and usual course of business of the Company and the terms have been negotiated on an arm's length basis and on normal commercial terms, with the purchase price of the products being based on prevailing market price of the same or substantially similar

products offered by independent third party suppliers, the Directors (including the independent non-executive Directors but excluded Mr. Wei Hong-Ming, the Chairman of the Board and an executive Director of the Company, and Mr. Wei Hong-Chen and Ms. Tseng Chien, both being executive Directors of the Company) consider that the transactions under the 2023 Nature Investment Agreement and the proposed annual caps thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Implications under the Listing Rules**

Nature Investment is a company beneficially owned by family members and relatives of Mr. Wei Hong-Ming, the Chairman of the Board and an executive Director of the Company, and Mr. Wei Hong-Chen, an executive Director of the Company. Accordingly, Nature Investment is a connected person of the Company for the purpose of Chapter 14A of the Listing Rules and the transactions contemplated under the 2023 Nature Investment Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios in respect of the annual transaction amount under the 2023 Nature Investment Agreement are expected to exceed 0.1% but less than 5%, the transactions contemplated under the 2023 Nature Investment Agreement are subject to the reporting, annual review and announcement requirements and exempt from the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **(2) THE 2023 WEIZHEN AGREEMENT**

The principal terms of the 2023 Weizhen Agreement are set out below.

<b>Date:</b>	6 September 2023
<b>Parties:</b>	(1) the Company; and (2) Weizhen Investment
<b>Subject:</b>	The Group will purchase frozen and dried food materials, dried meat floss and other meat products from the Weizhen Supplier.
<b>Term:</b>	Three financial years commencing on 1 January 2024 and ending on 31 December 2026.

**Pricing:**

The price of the products supplied by the Weizhen Supplier to the Group will be based on the quoted price for the products to be supplied. Such quoted price will be determined on a quarterly basis based on arm’s length negotiations between the parties and on normal commercial terms with reference to:

- i. the prevailing market price for the same or substantially similar products, taking into account the price of the same or substantially similar products with comparable order quantities and quality offered by independent third party suppliers;
- ii. if there are insufficient comparable transactions to (i) above, on normal commercial terms comparable to those received from independent third parties in respect of the same or substantially similar products with comparable quantities and quality; and
- iii. if both (i) and (ii) above are not applicable, by reference to the average price of similar products previously purchased by the Group, and on normal commercial terms which are no less favourable to the Group than that are available from independent third parties.

Payment for the products under the 2023 Weizhen Agreement will be calculated on a monthly basis upon delivery, with additional credit terms of 60 days. The payment will be made on the monthly payment day specified by the Group after the end of the credit terms. The same payment procedures as described above that have been implemented under the 2020 Weizhen Agreement will continue to be applicable under the 2023 Weizhen Agreement.

**Cap amount:**

Pursuant to the 2023 Weizhen Agreement, the Group has agreed to purchase products from the Weizhen Supplier based on the pricing policy stated above during the term of the 2023 Weizhen Agreement subject to the following annual caps:

	<b>Financial year ending</b>		
	<b>31 December</b>		
	<b>2024</b>	<b>2025</b>	<b>2026</b>
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Transaction amount	430,000	450,000	470,000

The annual caps for the 2023 Weizhen Agreement were determined based on the historical transaction amount with the Weizhen Supplier and the Group's expected demand for the products supplied by the Weizhen Supplier.

The historical purchases from the Weizhen Supplier for the two financial years ended 31 December 2022 and the six months ended 30 June 2023 are set out below:

	<b>For the year ended 31 December</b>		<b>For the six months ended 30 June</b>
	<b>2021</b>	<b>2022</b>	<b>2023</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Annual cap	500,000	550,000	600,000 <sup>(Note)</sup>
Purchases from the Weizhen Supplier	359,345	387,608	154,612

*Note: For the entire year of 2023.*

## **Condition**

The 2023 Weizhen Agreement is subject to the Company's compliance with the requirements of the Listing Rules with respect to continuing connected transactions.

## **Reasons for the 2023 Weizhen Agreement**

The Weizhen Supplier has been supplying products to the Group for more than ten years. Such products are being used for the manufacture of the Group's products in the ordinary course of business of the Group. The Group has always been committed to food safety and quality guarantee, and therefore has high requirements for its suppliers such as the ability to provide stable and sufficient quantities of high quality products in a timely manner. The Group has not encountered any issue in relation to the quality of the products supplied by the Weizhen Supplier in the past. As the term of the 2020 Weizhen Agreement is due to expire on 31 December 2023, the 2023 Weizhen Agreement is being entered into to enable the Group to continue to purchase products from the Weizhen Supplier to satisfy the operation needs of the Group.

As the 2023 Weizhen Agreement is being entered into in the ordinary and usual course of business of the Company and the terms have been negotiated on an arm's length basis and on normal commercial terms, with the purchase price of the products being based on prevailing market price of the same or substantially similar products offered by independent third party suppliers, the Directors (including the independent non-executive Directors but excluded Mr. Wei Hong-Ming, Mr. Junichiro Ida, Mr. Wei Hong-Chen, Mr. Koji Shinohara, Mr. Yuko Takahashi and Ms. Tseng Chien) consider that the transactions under the 2023 Weizhen Agreement and the proposed annual caps thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Implications under the Listing Rules**

Weizhen Investment is a company beneficially owned as to 75% by family members and relatives of Mr. Wei Hong-Ming, the Chairman of the Board and an executive Director of the Company, and Mr. Wei Hong-Chen, an executive Director of the Company, and as to 25% by Sanyo Foods, a substantial shareholder of the Company. Accordingly, Weizhen Investment is a connected person of the Company for the purpose of Chapter 14A of the Listing Rules and the transactions contemplated under the 2023 Weizhen Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios in respect of the annual transaction amount under the 2023 Weizhen Agreement are expected to exceed 0.1% but less than 5%, the transactions contemplated under the 2023 Weizhen Agreement are subject to the reporting, annual review and announcement requirements and exempt from the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **(3) THE 2023 SUCCESS FOREVER AGREEMENT**

The principal terms of the 2023 Success Forever Agreement are set out below.

**Date:** 6 September 2023

**Parties:** (1) the Company; and  
(2) Success Forever Investments

**Subject:** The Group will purchase plastic products from the Success Forever Supplier.

**Term:** Three financial years commencing on 1 January 2024 and ending on 31 December 2026.

**Pricing:** The price of the products supplied by the Success Forever Supplier to the Group will be based on the quoted price for the products to be supplied. Such quoted price will be determined on a quarterly basis based on arm's length negotiations between the parties and on normal commercial terms with reference to:

- i. the prevailing market price for the same or substantially similar products, taking into account the price of the same or substantially similar products with comparable order quantities and quality offered by independent third party suppliers;
- ii. if there are insufficient comparable transactions to (i) above, on normal commercial terms comparable to those received from independent third parties in respect of the same or substantially similar products with comparable quantities and quality; and
- iii. if both (i) and (ii) above are not applicable, by reference to the average price of similar products previously purchased by the Group, and on normal commercial terms which are no less favourable to the Group than that are available from independent third parties.

Payment for the products under the 2023 Success Forever Agreement will be calculated on a monthly basis upon delivery, with additional credit terms of 60 days. The payment will be made on the monthly payment day specified by the Group after the end of the credit terms. The same payment procedures as described above that have been implemented under the 2020 Success Forever Agreement will continue to be applicable under the 2023 Success Forever Agreement.

**Cap amount:** Pursuant to the 2023 Success Forever Agreement, the Group has agreed to purchase products from the Success Forever Supplier based on the pricing policy stated above during the term of the 2023 Success Forever Agreement subject to the following annual caps:

	<b>Financial year ending</b>		
	<b>31 December</b>		
	<b>2024</b>	<b>2025</b>	<b>2026</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Transaction amount	1,400,000	1,550,000	1,700,000

The annual caps for the 2023 Success Forever Agreement were determined based on the historical transaction amount with the Success Forever Supplier and the Group's expected demand for the products supplied by the Success Forever Supplier.

The historical purchases from the Success Forever Supplier for the two financial years ended 31 December 2022 and the six months ended 30 June 2023 are set out below:

	<b>For the year ended</b>		<b>For the six</b>
	<b>31 December</b>		<b>months</b>
	<b>2021</b>	<b>2022</b>	<b>ended</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<b>30 June</b>
			<b>2023</b>
			<i>RMB'000</i>
Annual cap	1,300,000	1,400,000	1,500,000 <sup>(Note)</sup>
Purchases from the Success Forever Supplier	953,849	1,009,013	564,250

*Note: For the entire year of 2023.*

## **Condition**

The 2023 Success Forever Agreement is subject to the Company's compliance with the requirements of the Listing Rules with respect to continuing connected transactions.

## **Reasons for the 2023 Success Forever Agreement**

The Success Forever Supplier has been supplying plastic products to the Group for over ten years. Such products, which including plastic bottle caps, plastic forks and other plastic products, are being used for the manufacture of the Group's products or as accessories of the Group's products. The Group has always been committed to food safety and quality guarantee, and therefore has high requirements for its suppliers such as the ability to provide stable and sufficient quantities of high quality products in a timely manner. The Group has not encountered any issue with the quality of the products supplied by the Success Forever Supplier in the past. As the term of the 2020 Success Forever Agreement is due to expire on 31 December 2023, the 2023 Success Forever Agreement is being entered into to enable the Group to continue to purchase plastic products from the Success Forever Supplier to satisfy the operation needs of the Group.

As the 2023 Success Forever Agreement is being entered into in the ordinary and usual course of business of the Company and the terms have been negotiated on an arm's length basis and on normal commercial terms, with the purchase price of the products being based on prevailing market price of the same or substantially similar products offered by independent third party suppliers, the Directors (including the independent non-executive Directors but excluded Mr. Wei Hong-Ming, the Chairman of the Board and an executive Director of the Company, and Mr. Wei Hong-Chen and Ms. Tseng Chien, both being executive Directors of the Company) consider that the transactions under the 2023 Success Forever Agreement and the proposed annual caps thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Implications under the Listing Rules**

Success Forever Investments is a company beneficially owned by family members and relatives of Mr. Wei Hong-Ming, the Chairman of the Board and an executive Director of the Company, and Mr. Wei Hong-Chen, an executive Director of the Company. Accordingly, Success Forever Investments is a connected person of the Company for the purpose of Chapter 14A of the Listing Rules and the transactions contemplated under the 2023 Success Forever Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios in respect of the annual transaction amount under the 2023 Success Forever Agreement are expected to be more than 0.1% but less than 5%, the transactions contemplated under the 2023 Success Forever Agreement are subject to the reporting, annual review and announcement requirements and exempt from the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## INTERNAL CONTROL PROCEDURES

To ensure that the terms of the continuing connected transactions of the Group are fair and reasonable and no less favourable to the Group than those available to/from independent third parties, the Group has the following internal control procedures in place under which:

### *Internal control and pricing policies*

- (i) the Group maintains a list of carefully selected suppliers. The list is regularly reviewed and updated. For a supplier to become listed, the Group will initially conduct and must be satisfied with the on-site visits to the supplier. The supplier must also have a good track record with the Group in terms of the quality of the products supplied, which is reviewed by the quality assurance team of the Group (the “**Quality Assurance Department**”). The supplier of the Group must have also had a track record of at least one year. Further, if the supplier has not supplied any products to the Group for more than a year, the supplier will be delisted from the Group’s supplier list and the Group will initiate the full selection procedure (including on-site visits and quality checks) for the supplier to be relisted onto the supplier list;
- (ii) with respect to any potential orders, the research and development department of the Group (the “**R&D Department**”) will first discuss and formulate the details of the specifications of the order (including materials, safety, functions and the specification for the relevant products);
- (iii) after such formulation by the R&D Department based on their experience and taking into account similar purchases made by the Group, the Purchasing Department will obtain quotations from the suppliers on a quarterly basis and also select not less than two and on average about three suppliers from the Group’s supplier list which are independent third parties for quotations in order to ascertain the prevailing market price in accordance with the pricing policies as set out under the relevant purchase agreement;
- (iv) the selection criteria of the suppliers will be based on their quotation, delivery time, payment terms, specifications, quality, safety and recent performance;
- (v) upon delivery of the products (whether connected person or independent third party), the Quality Assurance Department will conduct checks to review and assess (including but not limited to quality and safety) whether the products have been supplied in accordance with the terms of each agreement; and

(vi) the price of the products supplied by the suppliers will be determined based on the pricing policies set out in the relevant agreement.

#### *Internal review policies*

- (i) the pricing policy for all the continuing connected transactions of the Group will be supervised and monitored by the accounting department of the Group and the management of the Group dedicated with the responsibility of supervising the continuing connected transactions of the Group to ensure that the relevant continuing connected transactions are being conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Shareholders as a whole;
- (ii) in respect of any order for the products to be supplied by the suppliers, the Group will assess the classification of the order and in accordance with the pricing policy of the agreement obtain reference quotations from independent third party suppliers for setting the prevailing market price;
- (iii) the relevant personnel from the accounting department and the management of the Group will conduct regular checks to review and assess whether the transactions contemplated under the relevant continuing connected transactions are conducted in accordance with the terms of its respective agreement for the purpose of considering if the price charged for a specific transaction is fair and reasonable and in accordance with the aforesaid pricing policy; and
- (iv) the independent non-executive Directors will review the transactions under the relevant continuing connected transaction and the auditors of the Company will also conduct an annual review on the pricing terms and annual caps thereof.

The Directors consider that the above internal control and pricing policies and internal review policies of the Group are effective to ensure that the transactions contemplated under the relevant continuing connected transaction will be conducted on normal commercial terms and not prejudicial to the interests of the Company and the Shareholders as a whole.

## **INFORMATION ON THE PARTIES**

### **The Group**

The Group is principally engaged in the production and distribution of instant noodle and beverage products in the PRC.

## **Nature Investment**

Nature Investment is a limited liability company incorporated in the British Virgin Islands. It is an investment holding company having subsidiaries principally engaged in the manufacture and sale of sesame oil, animal oil and other sesame products in the PRC. As at the date of this announcement, Nature Investment is beneficially and wholly-owned by Mr. Wei Ing-Chou and his brothers Mr. Wei Ying-Chiao, Mr. Wei Yin-Chun and Mr. Wei Yin-Heng, and their respective spouses Ms. Wei Chang Lu-Yun, Ms. Lin Li-Mien, Ms. Wei Hsu Hsiu-Mien and Ms. Wei Tu Miao in equal proportions. Mr. Wei Ing-Chou is the father of Mr. Wei Hong-Ming, the Chairman of the Board and an executive Director of the Company, and Mr. Wei Hong-Chen, an executive Director of the Company.

## **Weizhen Investment**

Weizhen Investment is a limited liability company incorporated in the British Virgin Islands. It is an investment holding company having subsidiaries principally engaged in the manufacture and sale of frozen and dried food materials, dried meat floss and other meat products in the PRC. As at the date of this announcement, Weizhen Investment is owned as to 75% by Mr. Wei Ing-Chou and his brothers Mr. Wei Ying-Chiao, Mr. Wei Yin-Chun and Mr. Wei Yin-Heng, and their respective spouses Ms. Wei Chang Lu-Yun, Ms. Lin Li-Mien, Ms. Wei Hsu Hsiu-Mien and Ms. Wei Tu Miao in equal proportions, and as to 25% by Sanyo Foods. Mr. Wei Ing-Chou is the father of Mr. Wei Hong-Ming, the Chairman of the Board and an executive Director of the Company, and Mr. Wei Hong-Chen, an executive Director of the Company. Sanyo Foods is a company incorporated in Japan and is a substantial shareholder of the Company, principally engaged in the manufacture and sale of food products. As no individual owns more than 10% stake in Sanyo Foods (excluding Mr. Junichiro Ida, the Vice-Chairman of the Board and an executive Director of the Company), its ultimate beneficial owner is considered to be Mr. Junichiro Ida, the representative director and president of Sanyo Foods, who is also the Vice-Chairman of the Board and an executive Director.

## **Success Forever Investments**

Success Forever Investments is a limited liability company incorporated in the British Virgin Islands. It is an investment holding company having subsidiaries principally engaged in the manufacture and sale of plastic products in the PRC. As at the date of this announcement, Success Forever Investments is wholly-owned by Mr. Wei Ing-Chou and his brothers Mr. Wei Ying-Chiao, Mr. Wei Yin-Chun and Mr. Wei Yin-Heng, and their respective spouses Ms. Wei Chang Lu-Yun, Ms. Lin Li-Mien, Ms. Wei Hsu Hsiu-Mien and Ms. Wei Tu Miao in equal proportions. Mr. Wei Ing-Chou is the father of Mr. Wei Hong-Ming, the Chairman of the Board and an executive Director of the Company, and Mr. Wei Hong-Chen, an executive Director of the Company.

## **GENERAL**

At the Board meeting held to approve the 2023 Nature Investment Agreement, and the 2023 Success Forever Agreement, Mr. Wei Hong-Ming and Mr. Wei Hong-Chen are considered to be interested in the transactions contemplated thereunder and have avoided discussion and abstained from voting for the respective resolutions proposed to approve the 2023 Nature Investment Agreement and the 2023 Success Forever Agreement.

In respect of the resolution proposed to approve the 2023 Weizhen Agreement, each of Mr. Wei Hong-Ming, Mr. Junichiro Ida, Mr. Wei Hong-Chen, Mr. Koji Shinohara and Mr. Yuko Takahashi have avoided discussion and abstained from voting for the resolution.

In respect of the resolution proposed to approve the 2023 Nature Investment Agreement, the 2023 Weizhen Agreement, and the 2023 Success Forever Agreement, Ms. Tseng Chien, an executive Director of the Company, although having no interest in the transactions contemplated thereunder has voluntarily elected to avoid discussion and abstain from voting for the resolution.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms have the meanings set opposite them below:

“2020 Agreements”	the 2020 Nature Investment Agreement, the 2020 Weizhen Agreement and the 2020 Success Forever Agreement, collectively
“2020 Nature Investment Agreement”	the agreement dated 25 September 2020 entered into between the Company and Nature Investment in relation to the purchase of sesame oil, animal oil and other sesame products by the Group from the Nature Investment Supplier
“2020 Weizhen Agreement”	the agreement dated 27 November 2020 entered into between the Company and Weizhen Investment in relation to the purchase of frozen and dried food materials, dried meat floss and other meat products by the Group from the Weizhen Supplier
“2020 Success Forever Agreement”	the agreement dated 31 December 2020 entered into between the Company and Success Forever Investments in relation to the purchase of plastic products by the Group from the Success Forever Supplier

“2023 Agreements”	the 2023 Nature Investment Agreement, the 2023 Weizhen Agreement and the 2023 Success Forever Agreement, collectively
“2023 Nature Investment Agreement”	the agreement dated 6 September 2023 entered into between the Company and Nature Investment in relation to the purchase of sesame oil, animal oil and other sesame products by the Group from the Nature Investment Supplier
“2023 Weizhen Agreement”	the agreement dated 6 September 2023 entered into between the Company and Weizhen Investment in relation to the purchase of frozen and dried food materials, dried meat floss and other meat products by the Group from the Weizhen Supplier
“2023 Success Forever Agreement”	the agreement dated 6 September 2023 entered into between the Company and Success Forever Investments in relation to the purchase of plastic products by the Group from the Success Forever Supplier
“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
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nature Investment”	Nature Investment Group Ltd., a company incorporated in the British Virgin Islands with limited liability
“Nature Investment Supplier”	Nature Investment and its subsidiaries

“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Sanyo Foods”	Sanyo Foods Co., Ltd., a company incorporated in Japan and a substantial shareholder holding approximately 33.42% of the issued share capital of the Company as at the date of this announcement
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Success Forever Investments”	Success Forever Investments Group Ltd., a company incorporated in the British Virgin Islands with limited liability
“Success Forever Supplier ”	Success Forever Investments and its subsidiaries
“Weizhen Investment”	Weizhen Investment Limited, a company incorporated in the British Virgin Islands with limited liability
“Weizhen Investment Supplier”	Weizhen Investment and its subsidiaries
“%”	per cent.

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

Hong Kong, 6 September 2023

*As at the date of this announcement, Mr. Wei Hong-Ming, Mr. Junichiro Ida, Mr. Wei Hong-Chen, Mr. Koji Shinohara, Mr. Yuko Takahashi and Ms. Tseng Chien 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.*

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

*\* For identification purposes only*