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If you have sold or transferred all your shares in Tingyi (Cayman Islands) Holding Corp., you should at once hand this document and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or to the transferee.

If you are in any doubt as to any aspect of this document or as to any action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Tingyi (Cayman Islands) Holding Corp. to be held at the Conference Room, No. 1688 Wuzhong Road, Minhang District, Shanghai, the People's Republic of China on Monday, 8 June 2020 at 10:00 a.m. is set out on pages 14 to 17 of this document.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Principal Place of Business in Hong Kong at Suite 5607, 56th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong or the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish.

* For identification purpose only

DEFINITIONS

In this document, the following expressions have the following meanings, unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held on 8 June 2020 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 14 to 17 of this document
“Articles”	the Articles of Association of the Company
“Board” or “Directors”	the board of Directors of the Company, or where the context so admits, the directors of the Company
“Company”	Tingyi (Cayman Islands) Holding Corp., a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Main Board of the Stock Exchange
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	9 April 2020, being the latest practicable date prior to the printing of this document for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Sanyo”	Sanyo Foods Co., Ltd., a company incorporated in Japan with limited liability
“SFO”	the Securities and Futures Ordinance (Chapter 571, of the Laws of Hong Kong) as amended from time to time)
“Share(s)”	share(s) of US\$0.005 each in the share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate to exercise all powers of the Company to buy back Shares during the period as set out in the Share Buy-back Resolution up to a maximum of 10 per cent of the total number of shares of the Company in issue as at the date of the Share Buy-back Resolution
“Share Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 10 of the notice of Annual General Meeting
“Shareholders”	holders of Shares

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Ting Hsin”	Ting Hsin (Cayman Islands) Holding Corp., a company incorporated in the Cayman Islands with limited liability

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)

Executive Directors:

Mr. Wei Hong-Ming (*Chairman*)
Mr. Junichiro Ida (*Vice-Chairman*)
Mr. Wei Hong-Chen
Mr. Koji Shinohara
Mr. Yuko Takahashi
Ms. Tseng Chien

Hong Kong Office:

Suite 5607
56th Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Independent Non-executive Directors:

Mr. Hsu Shin-Chun
Mr. Lee Tiong-Hock
Mr. Hiromu Fukada

To the shareholders of the Company

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
AMENDMENT OF ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

It is proposed that at the Annual General Meeting of Tingyi (Cayman Islands) Holding Corp. to be held on Monday, 8 June 2020, the notice of which is set out on pages 14 to 17 of this document, resolutions will be proposed to grant to the Directors general mandates to issue and buy back shares of US\$0.005 each in the capital of the Company, and to approve the re-election of directors.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

1. To attend and vote at the annual general meeting

The register of members of the Company will be closed from 3 June 2020 to 8 June 2020 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 2 June 2020.

2. To qualify for the final dividends and special dividends

The Board has recommended the payment of a final dividend of US4.24 cents per ordinary share of the Company and a special dividend of US4.24 cents per ordinary share of the Company in respect of the year ended 31 December 2019. Subject to the approval of shareholders at the forthcoming Annual General Meeting to be held on Monday, 8 June 2020, the final dividend and the special dividend will be paid on or about 15 July 2020. Shareholders registered under the Hong Kong branch register of members on 16 June 2020 will receive their dividends in Hong Kong dollars. The Hong Kong dollars final dividend and special dividend will be based on the exchange rate of United States dollars against Hong Kong dollars to be determined on 8 June 2020, being the date of the Annual General Meeting on which the final dividend and the special dividend will be proposed to the shareholders of the Company for approval.

The register of members of the Company will be closed from 12 June 2020 to 16 June 2020 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to qualify for the final dividends and special dividends, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 11 June 2020.

GENERAL MANDATE TO BUY BACK SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Share Buy-back Mandate to buy back Shares not exceeding 10% of the total number of shares of the Company in issue as at the date of the Share Buy-back Resolution.

The Share Buy-back Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolution of the shareholders in general meeting prior to the next annual general meeting.

An explanatory statement which contains all the information reasonably necessary to enable you to make an informed decision in relation to the proposed resolution regarding the Share Buy-back Mandate as required by the Listing Rules is set out in Appendix I to this document.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to issue up to 562,378,636 Shares, representing up to 10 per cent. of the total number of shares of the Company in issue as at the date of passing of such resolution, and on the basis that there is no change to the number of issued Shares during the period from 9 April 2020, being the Latest Practicable Date, to the Annual General Meeting. In addition, a resolution will be proposed to be passed to authorize the Directors to issue, allot and deal with Shares equal to such number of Shares repurchased under the Share Buy-back Mandate since the granting of the general mandate to issue shares.

RE-ELECTION OF DIRECTORS

Article 91 of the Articles provides that any Director appointed to fill a casual vacancy will only hold office until the next following annual general meeting and will then be eligible for re-election. Mr. Yuko Takahashi was appointed as Executive Director on 9 August 2019 to fill the vacancy left by the retirement of Mr. Teruo Nagano. Accordingly, Mr. Yuko Takahashi will retire at the Annual General Meeting and being eligible, will offer himself for re-election. Ms. Tseng Chien was appointed as Executive Director on 31 December 2019 to fill the vacancy left by the retirement of Mr. Lin Chin-Tang. Accordingly, Ms. Tseng Chien will retire at the Annual General Meeting and being eligible, will offer herself for re-election.

Pursuant to Article 99 of the Articles, at each annual general meeting one-third of the Directors for the time being or, if their number is not 3 or a multiple of 3, the number nearest to one-third will retire from the office. The retiring Directors will be eligible for re-election. Accordingly, Mr. Junichiro Ida, Mr. Yuko Takahashi, Ms. Tseng Chien and Mr. Hiromu Fukada will retire at the Annual General Meeting, and being eligible, will offer themselves for re-election.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this document.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the general mandate for Directors to issue new Shares and the Share Buy-back Mandate, is set out on pages 14 to 17 of this document. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon.

Voting by way of poll

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the granting of the general mandates to issue new Shares and to buy back Shares and the re-election of the retiring Directors are all in the best interest of the Company and its Shareholders and so recommend you to vote in favour of the resolutions at the Annual General Meeting.

Yours faithfully,
For and On behalf of the Board of
Tingyi (Cayman Islands) Holding Corp.
Wei Hong-Ming
Chairman

16 April 2020

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the proposed Share Buy-back Mandate.

1. Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Source of Funds

Buy back must be made out of funds which are legally available for such purpose in accordance with the laws of the Cayman Islands and the memorandum and articles of association of the company.

(b) Maximum number of shares to be repurchased and subsequent issues

A maximum of 10% of the total number of shares of the company in issue as at the date of passing the relevant resolution granting the general mandate may be bought back on the Stock Exchange.

(c) Shares to be bought back

The Listing Rules provide that the shares which are proposed to be bought back by a company must be fully paid up.

2. Number of Shares

As at 9 April 2020, being the Latest Practicable Date, the Company had 5,623,786,360 Shares in issue.

Subject to the passing of the ordinary resolution to approve the Share Buy-back Mandate, and on the basis that there is no change to the number of issued shares of the Company prior to the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 562,378,636 fully paid up Shares, representing 10% of the total number of shares of the Company in issue.

3. Reasons for the Buy back

Whilst the Directors do not presently intend to buy back any Shares, they believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to buy back Shares. Such buy back may, depending on market conditions and funding arrangements at the time, lead to an enhancement in the value of the Shares and/or earnings per share and will only be made when the Directors believe that such buy back will benefit the Company and its Shareholders.

4. Funding of Buy back

In buying back Shares, the Company may only apply its available cash flow or working capital facilities which will be funds legally available for such purpose in accordance with the laws of the Cayman Islands and the Memorandum and Articles of Association of the Company. Such funds include profits available for distribution and the proceeds of fresh issues of Shares made for the purpose of the buy back.

If the Share Buy-back Mandate were exercised in full, there could be a material adverse effect on the working capital position of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group (as compared with the position disclosed in the audited consolidated accounts as at 31 December 2018). The Directors therefore do not propose to exercise the Share Buy-back Mandate to such an extent unless the Directors determined that such buy back, after taking account of all relevant factors applicable to the Group, is in the best interests of the Group.

5. Share Prices

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the months from April 2019 to the Latest Practicable Date were as follows:

	Price per share	
	Highest (HK\$)	Lowest (HK\$)
2019		
April	13.54	12.20
May	13.86	12.02
June	13.40	11.94
July	13.60	11.72
August	12.90	10.64
September	11.60	10.52
October	11.12	10.24
November	13.06	10.34
December	13.46	12.28
2020		
January	14.30	12.98
February	15.48	13.18
March	15.58	11.78
April [#]	13.88	11.90

[#] Up to and including the Latest Practicable Date.

6. Undertaking

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries under the Share Buy-back Mandate if such Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, they will exercise the Share Buy-back Mandate in accordance with the Listing Rules and the laws of the Cayman Islands.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to do so in the event that the Share Buy-back Mandate is approved by the Shareholders.

7. Takeovers Code

If as a result of a share buy back by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Ting Hsin held 1,882,927,866 Shares, representing approximately 33.48% of the issued share capital of the Company. Ting Hsin is beneficially owned as to approximately 44.825% by Ho Te Investments Limited ("Ho Te"), as to approximately 30.239% by Rich Cheer Holdings Limited ("Rich Cheer"), as to approximately 17.835% by Rich Gold Capital Inc. ("Rich Gold"), as to approximately 6.482% by China Foods Investment Corp., a subsidiary of Asahi Group Holdings, Ltd., and as to the remaining 0.619% by unrelated third party. Ho Te and Rich Cheer are owned as to 100% by Profit Surplus Holdings Limited ("Profit Surplus"). Profit Surplus is the trustee of a unit trust, which is in turn held by four discretionary trusts in equal proportions. The settlors and discretionary objects of the four trusts are as follows:

- Wei Chang Lu-Yun is the settlor of one of the discretionary trusts with Wei Chang Lu-Yun and Wei Ing-Chou as discretionary objects;
- Lin Li-Mien is the settlor of one of the discretionary trusts with Lin Li-Mien and Wei Ying-Chiao as discretionary objects;
- Wei Hsu Hsu-Mien is the settlor of one of the discretionary trusts with Wei Hsu Hsu-Mien and Wei Yin-Chun as discretionary objects; and
- Wei Tu Miao is the settlor of one of the discretionary trusts with Wei Tu Miao and Wei Yin-Heng as discretionary objects.

Rich Gold is wholly owned by Tingho Capital Holding Co., Ltd., which is owned by Profit Surplus 3 Holdings Limited (“Profit Surplus 3”). Profit Surplus 3 is the trustee of a unit trust, which is in turn held by four discretionary trusts in equal proportions. The settlors and discretionary objects of the four trusts have similar structures to those listed above.

Lion Trust (Singapore) Trustee Limited is the trustee of each of the discretionary trusts mentioned above.

In addition, Sanyo also held 1,882,927,866 Shares, representing approximately 33.48% of the issued share capital of the Company, as at the Latest Practicable Date. If the Company exercises the right to buy back the maximum of 562,378,636 shares in the Company, the respective percentage of shareholdings held by Ting Hsin and Sanyo will increase from 33.48% to 37.20%. Such increase will give rise to an obligation for Ting Hsin and Sanyo to make a mandatory offer under Rule 26 of the Takeovers Code. In addition, the Company may not buy back shares which would result in the amount of shares held by the public being reduced to less than 25%. The Directors will be cautioned in exercising the Share Buy-back Mandate and have no intention to exercise the Share Buy-back Mandate to such extent which would result in Ting Hsin and Sanyo becoming obliged to make a mandatory offer.

8. Share Buy-back made by the Company

During the previous six months preceding the Latest Practicable Date, the Company did not buy back any Shares through the Stock Exchange or otherwise. In addition, the Company may not buy back shares which would result in the amount of shares held by the public being reduced to less than 25%.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The particulars of the Directors proposed to be re-elected at the Annual General Meeting are as follows:

(1) Mr. Junichiro Ida, aged 58, Executive Director

Mr. Junichiro Ida, was appointed as an Executive Director of the Company in May 2002 and appointed as Vice-Chairman of the Company on 15 November 2013, is the President of Sanyo Foods Co., Ltd. After graduating from Rikkyo University in 1985, he joined The Fuji Bank, Limited and worked there for six years. In 1992, he joined Sanyo Foods Co., Ltd. He became the President of Sanyo Foods Co., Ltd in June 1998. Mr. Ida is currently the Director of Sanyo Foods Corp. of America as well as the Director of Caraway Pte Ltd (J/V of package foods business between Olam International Limited and Sanyo Foods Co., Ltd in Africa). He is also the Representative Director of Sanyo Foods Scholarship Foundation, the Representative Director of Sanyo Foods Culture and Sports Foundation, the President of Japan Convenience Foods Industry Association and the Chairman of the Board of Save the Children Japan.

Mr. Ida has not entered into a service agreement with the Company and there is no fixed term of his service, except his appointment being subject to the rotation and re-election requirement in accordance with the Articles of Association of the Company. In the financial year ended 31 December 2019, he received total emolument of US\$80,000. The emoluments payable to Mr. Ida is subject to review by the Board each year. The emoluments of Mr. Ida were determined by reference to his duties and responsibilities within the Group.

Mr. Ida is currently the President of Sanyo Foods Co., Ltd, the Director of Sanyo Foods Corp. of America, the Director of Caraway Pte Ltd (J/V of package foods business between Olam International Limited and Sanyo Foods Co., Ltd in Africa), the Representative Director of Sanyo Foods Scholarship Foundation and the Representative Director of Sanyo Foods Culture and Sports Foundation, and together with the Executive Directors of the Company, Mr. Yuko Takahashi and Mr. Koji Shinohara, are considered related to Sanyo Foods Co., Ltd., a substantial shareholder of the Company. Save as disclosed above, Mr. Ida is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Mr. Ida does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Ida has not held directorship or major appointment in any other public listed companies in the past three years. In addition, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no any other matters that need to be brought to the attention of Shareholders.

(2) Mr. Yuko Takahashi, aged 57, Executive Director

Mr. Yuko Takahashi was appointed as an Executive Director of the Company on 9 August 2019. Mr. Takahashi joined Sanyo Foods Co., Ltd. in 2015 and he is the Head of Overseas Business Division and the President of Sanyo Foods Corp. of America. After graduating from Tohoku University, he worked with Ajinomoto Co., Inc. from April 1986 to August 2015 and served in various positions in its Overseas Business Division, including as Marketing Director of Ajinomoto Co., (Thailand) Ltd., President of Ajinomoto Poland Sp z o.o., and Corporate Planning Director of the Europe and Africa Division. He has more than 30 years of working experience in the global food industry.

The Company has entered into a service contract with Mr. Takahashi for a term of three years, subject to the rotation and re-election requirement in accordance with the Articles of Association of the Company. In the financial year ended 31 December 2019, he received total emolument of US\$20,833. The emoluments payable to Mr. Takahashi is subject to review by the Board each year. The emoluments of Mr. Takahashi were determined by reference to his duties and responsibilities within the Group.

Mr. Takahashi is currently the Head of Overseas Business Division and the President of Sanyo Foods Corp. of America, and together with the Vice Chairman of the Company, Mr. Junichiro Ida, the Executive Director of the Company, Mr. Koji Shinohara, are considered related to Sanyo Foods Co., Ltd., a substantial shareholder of the Company. Save as disclosed above, Mr. Takahashi is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Mr. Takahashi does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Takahashi has not held directorship or major appointment in any other public listed companies in the past three years. In addition, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no any other matters that need to be brought to the attention of Shareholders.

(3) Ms. Tseng Chien, aged 61, Executive Director

Ms. Tseng Chien has been appointed as an Executive Director of the Company since 31 December 2019. She graduated from the Department of Economics at Soochow University in Taiwan and joined the Group in August 1996. She has served as the Head of Accounting Department of the Group's headquarters, Head of Finance and Accounting Department of the Instant Noodle Business, Head of Finance and Accounting Department of the Beverage Business, Chief Financial Officer of the Group's Beverage Business and Chief Financial Officer of Ho Te Investments Limited. While she was serving in the Group, Ms. Tseng has successfully introduced the computerized SAP to the Beverage Business in 2003 and formulated SOP operation guidelines for various functions of finance and accounting as well as internal control. Later, she participated in the cooperation with international partners Asahi and PepsiCo in 2004 and 2013, respectively.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The Company has entered into a service contract with Ms. Tseng for a term of three years, subject to the rotation and re-election requirement in accordance with the Articles of Association of the Company. In the financial year ended 31 December 2019, she did not receive any emolument. The emoluments payable to Ms. Tseng is subject to review by the Board each year. The emoluments of Ms. Tseng were determined by reference to her duties and responsibilities within the Group.

Ms. Tseng is currently Chief Financial Officer of Ho Te Investments Limited, which is interested in approximately 44.825% of Ting Hsin (Cayman Islands) Holding Corp., a substantial shareholder of the Company. As at the Latest Practicable Date, Ms. Tseng holds share options to subscribe for 854,000 shares of the Company. Save as disclosed above, Ms. Tseng (i) is not connected with any other directors, senior management, substantial or controlling shareholders of the Company; and (ii) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Ms. Tseng has not held directorship or major appointment in any other public listed companies in the past three years. In addition, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no any other matters that need to be brought to the attention of Shareholders.

(4) Mr. Hiromu Fukada, aged 90, Independent Non-executive Director

Mr. Hiromu Fukada has been appointed as an Independent Non-executive Director of the Company since 3 January 2012. After graduation from University of Tokyo, he went to University of Oxford, and specialized in politics and economics. He held important positions in Japanese Ministry of Foreign Affairs from 1951. He had worked as counselor of America Bureau, ambassador in OECD, Singapore and Australia, and director of Economic Affairs. Mr. Fukada had been the Auditor of Ueno Fine Chemicals Industry, Ltd. from 2006 to 2016, and he is currently the Advisor of the same company.

Mr. Fukada has not entered into a service agreement with the Company and there is no fixed term of his service, except his appointment being subject to the rotation and re-election requirement in accordance with the Articles of Association of the Company. In the financial year ended 31 December 2019, he received total emolument of US\$50,000. The emoluments payable to Mr. Fukada is subject to review by the Board each year. The emoluments of Mr. Fukada were determined by reference to his duties and responsibilities within the Group.

Mr. Fukada (i) is not connected with any other directors, senior management, substantial or controlling shareholders of the Company; and (ii) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Fukada has not held directorship or major appointment in any other public listed companies in the past three years. In addition, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no any other matters that need to be brought to the attention of Shareholders.

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TINGYI (CAYMAN ISLANDS) HOLDING CORP.

康師傅控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

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NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING of the Company will be held at the Conference Room, No. 1688 Wuzhong Road, Minhang District, Shanghai, The People's Republic of China ("PRC") on Monday, 8 June 2020 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited accounts and the reports of the directors and the auditors for the year ended 31 December 2019;
2. To approve the payment of a final dividend for the year ended 31 December 2019;
3. To approve the payment of a special dividend for the year ended 31 December 2019.
4. To re-elect Mr. Junichiro Ida as an executive Director and to authorize the Directors to fix his remuneration.
5. To re-elect Mr. Yuko Takahashi as an executive Director and to authorize the Directors to fix his remuneration;
6. To re-elect Ms. Tseng Chien as an executive Director and to authorize the Directors to fix her remuneration;
7. To re-elect Mr. Hiromu Fukada as an independent non-executive Director and to authorize the Directors to fix his remuneration;
8. To re-appoint Mazars CPA Limited as auditor of the Company and authorize the Directors to fix their remuneration;

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions of the Company:

9. **"THAT** there be granted to the Directors an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Directors may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors, shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of passing of this Resolution otherwise than pursuant to

(i) a Rights Issue, and

(ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; and

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and

(iii) the revocation or variation of this Resolution by an Ordinary Resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

10. **“THAT** there be granted to the Directors an unconditional general mandate to buy-back shares of the Company, and that the exercise by the Directors of all powers of the Company to buy-back shares subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period;

(b) such mandate shall authorize the Directors to procure the Company to buy-back shares at such prices as the Directors may at their discretion determine;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of shares repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of passing of this Resolution; and
 - (d) for the purposes of this Resolution “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of this Resolution by an Ordinary Resolution of the shareholders of the Company in general meeting.”
11. “**THAT**, conditional upon the passing of Resolutions 9 and 10 set out above, the total number of shares which are bought back by the Company pursuant to and in accordance with Resolution 10 above shall be added to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to and in accordance with Resolution 9 above.”

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

Hong Kong, 16 April 2020

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. CLOSURE OF REGISTER

- (1) To attend and vote at the annual general meeting

The register of members of the Company will be closed from 3 June 2020 to 8 June 2020 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 2 June 2020.

- (2) To qualify for the final dividends and special dividends

The register of members of the Company will be closed from 12 June 2020 to 16 June 2020 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to qualify for the final dividends and special dividends. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 11 June 2020.

2. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. For a shareholder who appoints more than one proxy, the voting right can only be exercised when a poll is taken.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. The instrument appointing a proxy, and if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarized copy of that power of attorney or other authority shall be deposited to the Company's principal place of business in Hong Kong at Suite 5607, 56/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, or the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before holding the Meeting.
5. Shareholders who intend to attend the meeting shall complete and lodge the attached reply slip to show their intention to attend the meeting with the Company to the Company's principal place of business in Hong Kong at Suite 5607, 56/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong or the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 3 June 2020. The reply slip may be delivered to the Company by hand, by post, by cable or by facsimile.