



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Tingyi (Cayman Islands) Holding Corp. (the “Company”) will be held at the Conference Room, No.15, the 3rd Avenue, Tianjin Economic-Technological Development Area, Tianjin, the People’s Republic of China (the “PRC”) on Tuesday, 30 December 2008 at 3:00 p.m. to consider and, if thought fit, to pass with or without amendments, the following resolution:

ORDINARY RESOLUTION

“THAT:

- (i) the grant of the waiver of the Pre-emptive Right (as defined in the circular of the Company dated 12 December 2008 (the “Circular”)) and the waiver of the Tag-along Right (as defined in the Circular) (the waiver of the Pre-emptive Right and the waiver of the Tag-along Right are collectively called the “Waivers”) by Master Kong Beverages (BVI) Co., Ltd, a wholly-owned subsidiary the Company, in respect of the transfer of 1,000 shares of US\$1.00 each in the issued share capital of Tingyi-Asahi-Itochu Beverages Holding Co. Ltd. (“TAI”), representing approximately 9.999% of the entire issued share capital of TAI (the “Sale Shares”) under a share purchase agreement dated 23 November 2008 entered into between AI Beverage Holding Co., Ltd. (formerly known as A-I China Breweries Co., Ltd.) (as vendor), Ting Hsin (Cayman Islands) Holding Corp. (as purchaser) and Itochu Corporation be and is hereby approved and authorised; and
- (ii) any one director of the Company be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated under the Waivers.”

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

Hong Kong, 12 December 2008

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the registrar of the Company, Hong Kong Registrars Ltd., at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or adjourned meeting as the case may be).

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*