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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting 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 PRC on Friday, 17 February 2012 at 9:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"THAT

- (a) the agreement dated 4 November 2011 (the "**Contribution Agreement**") entered into between the Company, Tingyi-Asahi Beverages Holding Co., Ltd. ("**TAB**"), Master Kong Beverages (BVI) Co. Ltd., Far East Bottlers (Hong Kong) Limited ("**FEB**") and PepsiCo, Inc ("**PepsiCo**"), a copy of which is tabled at the meeting and marked "**A**" and initialed by the chairman of the meeting for identification purpose, be and is hereby approved, ratified and confirmed; and
- (b) the agreement dated 4 November 2011 entered into between the Company, FEB, and PepsiCo (the "**Option Agreement**"), a copy of which is tabled at the meeting and marked "**B**" and initialed by the chairman of the meeting for identification purpose, be and is hereby approved, ratified and confirmed;
- (c) the agreement (the "**Framework Exclusive Bottling Agreement**") dated 4 November 2011 entered into between PepsiCo, The Concentrate Manufacturing Company of Ireland and TAB, a copy of which is tabled at the meeting and marked "**C**" and initialed by the chairman of the meeting for identification purpose, be and is hereby approved, ratified and confirmed;
- (d) the agreement dated 4 November 2011 (the "**Gatorade Exclusive Bottling Agreement**", together with the Framework Exclusive Bottling Agreement, the "**CCT Agreements**") entered into between Stokely-Van Camp, Inc. (a wholly-owned indirect subsidiary of PepsiCo) and TAB, a copy of which is tabled at the meeting and marked "**D**" and initialed by the chairman of the meeting for identification purpose, be and is hereby approved, ratified and confirmed;
- (e) the annual cap for the CCT Agreements as set out in the section headed "Letter from the Board — The Strategic alliance - 2. The Commercial Agreements" in the circular of the Company dated 20 January 2012, a copy of which was tabled at the meeting and marked "**E**" and initialed by the chairman of the meeting for identification purpose, be and is hereby approved and confirmed; and

- (f) the directors of the Company (the “**Directors**”) be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to do all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Contribution Agreement, the Option Agreement and the CCT Agreements.”

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

Tianjin, the PRC, 20 January 2012

Principal Office in Hong Kong:
Suite 5607, 56/F
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority must be delivered to the Company’s Hong Kong office at Suite 5607, 56/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting thereof (as the case may be).
4. Completion and return of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint registered holders of any share, if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

As at the date of this notice, the executive Directors of the Company are Mr. Wei Ing-Chou, Mr. Takeshi Ida, Mr. Ryo Yoshizawa, Mr. Wei Ying-Chiao, Mr. Wu Chung-Yi and Mr. Junichiro Ida; the independent non-executive Directors of the Company are Mr. Hsu Shin-Chun, Mr. Lee Tiong-Hock and Mr. Hiromu Fukada.

Website: www.masterkong.com.cn
www.irasia.com/listco/hk/tingyi

* *For identification purposes only*