



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)

**Form of proxy for use at the EGM
to be held on Friday, 17 February 2012 and at any adjournment thereof**

I/We^(Note 1) _____

of _____

being the registered holder(s) of _____ shares^(Note 2) of US\$0.005 each in the capital of TINGYI (CAYMAN ISLANDS) HOLDING CORP. 康師傅控股有限公司 (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING

or^(Note 3) _____ of

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (“EGM”) to 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. and at any adjournment thereof and to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice convening the said meeting as indicated below.

RESOLUTION	For ^(Note 4)	Against ^(Note 4)
To approve, ratify and confirm the Contribution Agreement (as defined in the circular of the Company dated 20 January 2012 (the “Circular”)), the Option Agreement (as defined in the Circular), the Framework Exclusive Bottling Agreement (as defined in the Circular), the Gatorade Exclusive Bottling Agreement (as defined in the Circular), and to approve and confirm the annual caps for the CCT Agreements (as defined in the Circular) and to authorise the directors of the Company to do all such acts and things and to sign and execute all such other or further documents to give effect to the transactions contemplated under the Contribution Agreement, the Option Agreement and the CCT Agreements.		

Date: _____ 2012 Signed^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of US\$0.005 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED “FOR”, IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint registered holders of any share, any one of such persons may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this 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 office of the Company at Suite 5607, 56/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
8. Any member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. The proxy need not be a member of the Company.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

* For identification purpose only