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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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.

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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)

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

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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 Friday, 7 June 2024 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

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## DEFINITIONS

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*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 7 June 2024 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”	8 May 2024, 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 9 of the notice of Annual General Meeting
“Shareholders”	holders of Shares

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## DEFINITIONS

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“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. Masaya Tochio

*To the shareholders of the Company*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
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 Friday, 7 June 2024, 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.

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## LETTER FROM THE BOARD

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### **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 4 June 2024 to 7 June 2024 (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 Monday, 3 June 2024.

#### **2. To qualify for the final dividends and special final dividends**

The Board has recommended the payment of a final dividend of RMB 27.66 cents per ordinary share of the Company and a special final dividend of RMB 27.66 cents per ordinary share of the Company in respect of the year ended 31 December 2023. Subject to the approval of shareholders at the forth coming Annual General Meeting to be held on Friday, 7 June 2024, the final dividend and the special final dividend will be paid on or about 10 July 2024. Shareholders registered under the Hong Kong branch register of members on 18 June 2024 will receive their dividends in Hong Kong dollars. The Hong Kong dollars final dividend and special final dividend will be based on the exchange rate of Renminbi against Hong Kong dollars to be determined on 7 June 2024, being the date of the Annual General Meeting on which the final dividend and the special final dividend will be proposed to the shareholders of the Company for approval.

The register of members of the Company will be closed from 14 June 2024 to 18 June 2024 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to qualify for the final dividends and special final 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, 13 June 2024.

### **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.

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## LETTER FROM THE BOARD

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### 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 563,435,636 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 8 May 2024, 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. Masaya Tochio was appointed as Independent Non-executive Director on 17 April 2024 to fill the vacancy left by the retirement of Mr. Hiromu Fukada. Accordingly, Mr. Masaya Tochio will retire at the Annual General Meeting and being eligible, will offer himself 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. Koji Shinohara, Mr. Lee Tiong-Hock and Mr. Masaya Tochio will retire at the Annual General Meeting, and being eligible, will offer themselves for re-election.

According to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the shareholders.

As Mr. Lee Tiong-Hock has served as an Independent Non-executive Director for more than nine years, his re-election will be approved by the shareholders by way of a separate resolution. Mr. Lee has not been engaged in any executive or day-to-day management of the Group. The Company has received from Mr. Lee a confirmation of independence according to Rule 3.13 of the Listing Rules. The Board considers that Mr. Lee, as an independent non-executive director, has a thorough understanding of the Company's business operation, that Mr. Lee has expressed objective views and given independent guidance to the Company over the years, and that he is firmly committed to discharging his duties and responsibilities for the interests and benefits of the Company. The Board is of the view that Mr. Lee's long service will not affect his independent judgment. Taking into consideration the independent scope of his work, the Board considers Mr. Lee to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years, and is satisfied that he has the necessary integrity, honesty and experience to continue in his role as an independent non-executive director. The Board believes that Mr. Lee's continued tenure will bring stability to the Board and the Board will benefit greatly from the experience of Mr. Lee, who has over time gained valuable insight into the operation of the Group. Therefore, a separate resolution will be proposed for Mr. Lee's re-election at the Annual General Meeting.

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## LETTER FROM THE BOARD

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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.

### **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*

13 May 2024

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 Articles 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 8 May 2024, being the Latest Practicable Date, the Company had 5,634,356,360 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 563,435,636 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 Buyback

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 Articles 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 2023). 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 May 2023 to the Latest Practicable Date were as follows:

	Price per share	
	Highest (HK\$)	Lowest (HK\$)
<b>2023</b>		
May	14.04	11.68
June	12.38	11.56
July	12.40	11.24
August	12.18	10.72
September	11.76	10.28
October	11.36	9.76
November	10.62	9.38
December	9.75	8.83
<b>2024</b>		
January	9.60	7.07
February	8.84	7.47
March	9.47	8.22
April	8.93	8.24
May <sup>#</sup>	9.45	8.57

<sup>#</sup> 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 buyback 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 33.42% of the issued share capital of the Company. Ting Hsin is beneficially owned as to approximately 51.925% by Ho Te Investments Limited ("Ho Te"), as to approximately 30.240% by Rich Cheer Holdings Limited ("Rich Cheer"), as to approximately 17.835% by Rich Gold Capital Inc. ("Rich Gold"). 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.

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.

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

In addition, Sanyo also held 1,882,927,866 Shares, representing approximately 33.42% 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 563,435,636 shares in the Company, the respective percentage of shareholdings held by Ting Hsin and Sanyo will increase from 33.42% to 37.13%. 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%.

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## APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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

**(1) Mr. Koji Shinohara, aged 56, Executive Director**

**Mr. Koji Shinohara**, was appointed as an Executive Director of the Company on 28 May 2015. Mr. Shinohara joined Sanyo Foods Co., Ltd. in August 2014 as the executive director and Head of Marketing. After graduating from the Department of Economics, Keio University, Japan in 1990, he worked in Coca-Cola (Japan) for brand marketing, sales and business management. In 2007, he was the Vice President of brand marketing of Coca-Cola (Japan). In 2008, he was the Global Senior Director of ready-to-drink (RTD) coffee and RTD tea section of Coca-Cola Atlanta headquarter. In 2010, Mr. Shinohara was the Senior Vice President of brand marketing of Coca-Cola (Japan). He has more than 20 years working experience in the brand marketing industry.

Mr. Shinohara 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 the Company. In the financial year ended 31 December 2023, Mr. Shinohara received total emolument of RMB580,751 which included director's fee, salary and other emolument and discretionary bonus. The emoluments payable to Mr. Shinohara is subject to review by the Board each year. The emoluments of Mr. Shinohara were determined by reference to his duties and responsibilities within the Group.

Mr. Shinohara is currently the executive director and Head of Marketing of Sanyo Foods Co., Ltd., and together with the Vice Chairman of the Board, Mr. Junichiro Ida, the Executive Director of the Company, Mr. Yuko Takahashi, are considered related to Sanyo Foods Co., Ltd., a substantial shareholder of the Company. Save as disclosed above, Mr. Shinohara is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Mr. Shinohara 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. Shinohara 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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## APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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### (2) Mr. Lee Tiong-Hock, aged 84, Independent Non-executive Director

**Mr. Lee Tiong-Hock**, was appointed as an Independent Non-executive Director of the Company on 27 September 2004. Mr. Lee has over 30 years of experience in commercial banking, investment banking and risk management, in particular the management of investment risks and internal system risks. Mr. Lee began his banking career in 1961 with Malayan Banking Berhad and had worked in its Kuala Lumpur Head Office and Singapore Branch before he was transferred to Hong Kong to oversee the bank's loan portfolio in 1964. From 1977 to 1987, Mr. Lee was the senior manager of the marketing department of Development Bank of Singapore, Hong Kong Branch and concurrently the general manager of two deposit-taking subsidiaries of the bank. During his tenure, he specialised in the development of banking products and assessment of their relative risks. During 1989 to 1997, Mr. Lee was engaged in corporate advisory businesses, and since then in private financial consultancy business in Hong Kong. Mr. Lee is a member of the Hong Kong Institute of Bankers since 30th July 1995, the Hong Kong Securities and Investment Institute since 11th February 1998, and a fellow member of Hong Kong Institute of Director since 1st August 2013.

Mr. Lee has not entered into a service agreement with the Company and there is no fixed term for his service, except his appointment being subject to the rotation and re-election requirement in accordance with the Articles of the Company. For the financial year ended 31 December 2023, Mr. Lee received total emolument of RMB495,282 which included director's fee, salary and other emolument and discretionary bonus. The emoluments payable to Mr. Lee is subject to review by the Board each year. The emoluments of Mr. Lee were determined by reference to his duties and responsibilities within the Group.

Mr. Lee (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. Lee 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.

Mr. Lee had served the Company as an Independent Non-executive Director for more than nine years. The Company believes that Mr. Lee remains independent and can independently express opinions on matters of the Company.

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## APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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### (3) Mr. Masaya Tochio, aged 64, Independent Non-executive Director

**Mr. Masaya Tochio** has been appointed as an Independent Non-executive Director of the Company since 17 April 2024. Mr. Tochio has more than 40 years of working experience in the global food industry. Mr. Tochio joined Ajinomoto Co., Inc in April 1983 and had worked there until June 2023. He served various positions in its Overseas Business and Corporate Division as GM of Overseas Food and Seasoning Department, President of Ajinomoto Frozen Foods Thailand, Director of Corporate Planning Division, Representative Director and Corporate Senior Vice President. He was Director and member of the Standing Audit Committee when the company performed corporate governance reform in 2021. Mr. Tochio graduated from the Faculty of Commerce, Waseda University in 1983.

The Company has entered into an appointment letter with Mr. Tochio for a period of three years, subject to the rotation and re-election requirement in accordance with the Articles of the Company. In the financial year ended 31 December 2023, Mr. Tochio did not receive any emolument. The emoluments payable to Mr. Tochio is subject to review by the Board each year. The emoluments of Mr. Tochio were determined by reference to his duties and responsibilities within the Group.

Mr. Tochio (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. Tochio 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.

# 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)

**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, 7 June 2024 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 2023;
2. To approve the payment of a final dividend for the year ended 31 December 2023;
3. To approve the payment of a special final dividend for the year ended 31 December 2023;
4. To re-elect Mr. Koji Shinohara as an executive Director and to authorize the Directors to fix his remuneration;
5. To re-elect Mr. Lee Tiong-Hock as an independent non-executive Director and to authorize the Directors to fix his remuneration;
6. To re-elect Mr. Masaya Tochio as an independent non-executive Director and to authorize the Directors to fix his remuneration;
7. 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:

8. **"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;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 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.”

9. **“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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 which ever 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 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.”
10. “**THAT**, conditional upon the passing of Resolutions 8 and 9 set out above, the total number of shares which are bought back by the Company pursuant to and in accordance with Resolution 9 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 8 above.”

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

Hong Kong, 13 May 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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 4 June 2024 to 7 June 2024 (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 Monday, 3 June 2024.

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

The register of members of the Company will be closed from 14 June 2024 to 18 June 2024 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to qualify for the final dividends and special final 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, 13 June 2024.

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 authorized 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 2024. The reply slip may be delivered to the Company by hand, by post, by cable or by facsimile.

*As at the date of this circular, 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. Masaya Tochio are independent non-executive Directors of the Company.*