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## 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 PRC on Wednesday, 14 May 2014, at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution of the Company:

### ORDINARY RESOLUTION

“**THAT**

- (a) the agreement dated 2 April 2014 (the “**Agreement**”) entered into between China Dingya Holding Limited, a wholly-owned subsidiary of the Company (the “**Purchaser**”), and Victory Ascent International Limited (the “**Vendor**”), a copy of which is tabled at the meeting and marked “**A**” and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Purchaser has agreed to acquire from the Vendor the entire issued share capital of Wealth City Investment Limited, at a consideration of RMB2,483,016,850 (equivalent to approximately US\$406 million), be and is hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorised to do all such acts or things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the director may be necessary, appropriate, desirable or expedient to implement and/or give effects to the Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 17 April 2014

\* For identification purpose only

*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.
6. The register of members of the Company will be closed from Saturday, 10 May 2014 to Wednesday, 14 May 2014 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to attend and vote at the Extraordinary 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, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 9 May 2014.

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