康師傅控股有限公司*

TINGYI (CAYMAN ISLANDS) HOLDING CORP.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0322)

PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING OR ANY ADJOURNMENT THEREOF

The number of shares to which this proxy form relates *(note 1)*	

I/We *(note 2)* ______________________________

of ______________________________

being the registered holder(s) of *(note 3)* ______________ shares in Tingyi (Cayman Islands) Holding Corp. (the "**Company**"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or *(note 4)* ______________

____

as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company (the "**Extraordinary General Meeting**") to be held at the Conference Room, No. 15, The 3rd Avenue, Tianjin Economic-Technological Development Area, Tianjin, the PRC at 10:00 a.m. on Wednesday, 14 May 2014 or at any adjournment thereof and in vote as such meeting or at any adjournment thereof in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	**For** *(note 5)*	**Against** *(note 5)*
To consider, confirm, approve and ratify the Agreement (as defined and more particularly set out in the notice convening the Extraordinary General Meeting); and to authorise any one director of the Company 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 of the Company may be necessary, appropriate, desirable or expedient to implement and/or give effects to the Agreement and the transactions contemplated thereunder.		

Dated this __________ day of __________ 2014.   Signature(s) (*note 6*): ______________________

Notes:

1 Please insert the number of shares in the Company registered in your name(s) and to which this proxy form relates. If no such number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).

2 Please insert the name(s) and address(es) (as shown in the register of member(s)) in block capital(s).

3 Please insert the number of all the shares in the Company registered in your name(s).

4 If any proxy other than the Chairman of the meeting is preferred, strike out "the Chairman of the Meeting" and insert the name of the proxy desired in the space provided. Each shareholder is entitled to appoint one or more proxies to attend and vote at the Meeting. The proxy needs not be a member of the Company. Any alteration made to this form of proxy must be signed by the person who signs it.

5 Important: if you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". Failure to tick either box will entitle your proxy to cast your vote at his discretion.

6 This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under the common seal or under the hand of any director or attorney duly authorised in writing.

7 To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or authority on behalf of the appointed, a notarially copy of that power of attorney or other authority, must be deposited at Suite 5607 56/F, Central Plaza, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Extraordinary General Meeting.

** For identification purposes only*