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**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)

**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 9:00 a.m. on 29 December 2016 at the Conference Room, No.1688, Wuzhong Road, Minhang District, Shanghai City, PRC for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the supply agreement dated 15 November 2016 (the “**TZCI Supply Agreement**”) entered into between the Company and Tingzheng (Cayman Islands) Holding Corp. (“**TZCI**”), 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, TZCI and its subsidiaries will supply the TZCI Materials (as defined in the circular of the Company dated 8 December 2016 (the “**Circular**”)) to the Company and its subsidiaries (the “**Group**”) for a term of three financial years ending 31 December 2019, be and is hereby approved, ratified and confirmed;
- (b) the cap amounts in relation to the supply of the TZCI Materials for the three financial years ending 31 December 2019 as set out in the Circular, be and are hereby approved; and
- (c) any one director of the Company be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the TZCI Supply Agreement and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the supply agreement dated 15 November 2016 (the “**TFS Supply Agreement**”) entered into between the Company and Tianjin Ting Fung Starch Development Co., Ltd. (“**TFS**”), a copy of which is tabled at the meeting and marked “**B**” and initialed by the chairman of the meeting for identification purpose, pursuant to which, TFS will supply the TFS Products (as defined in the Circular) to the Group for a term of three financial years ending 31 December 2019, be and is hereby approved, ratified and confirmed;

\* For identification purposes only

- (b) the cap amounts in relation to the supply of the TFS Products for the three financial years ending 31 December 2019 as set out in the Circular, be and are hereby approved; and
- (c) any one director of the Company be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the TFS Supply Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 8 December 2016

*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 Thursday, 22 December 2016 to Thursday, 29 December 2016 (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 Wednesday, 21 December 2016.

*As at the date of this circular, Mr. Wei Ing-Chou, Mr. Junichiro Ida, Mr. Wu Chung-Yi, Mr. Teruo Nagano, Mr. Wei Hong-Ming and Mr. Koji Shinohara are executive Directors of the Company. Mr. Hsu Shin-Chun, Mr. Lee Tiong-Hock and Mr. Hiromu Fukada are independent non-executive Directors of the Company.*