



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)

**PROXY FORM OF HOLDERS OF SHARES FOR USE
AT THE EXTRAORDINARY GENERAL MEETING
OR ANY ADJOURNEMENT THEREOF**

The number of shares to which this proxy form relates (note 1)	
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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 People’s Republic of China (the “**PRC**”) at 3:00 p.m. on Tuesday, 30 December 2008 or at any adjournment thereof and in vote as such meeting or at any adjournment thereof in respect of the resolution as set out in the notice of the Extraordinary General Meeting as set out below, or if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolution	For (note 5)	Against (note 5)
1	To approve the grant of the waiver of the Pre-emptive Right (as defined in the circular of the Company dated 12 December 2008 (the “ Circular ”)) and the waiver of the Tag-along Right (as defined in the Circular) by Master Kong Beverages (BVI) Co., Ltd, a wholly-owned subsidiary the Company, in respect of the transfer of 1,000 shares of US\$1.00 each in the issued share capital of Tingyi-Asahi-Itochu Beverages Holding Co. Ltd. (“ TAI ”), representing approximately 9.999% of the entire issued share capital of TAI		

Dated this _____ day of _____ 2008.

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 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 Extraordinary General 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 the Company’s share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Extraordinary General Meeting.

* For identification purposes only