

## REPLY SLIP

To: Tingyi (Cayman Islands) Holding Corp. (the "Company")

I/We<sup>(1)</sup> \_\_\_\_\_

of \_\_\_\_\_

(as shown in the register of members) being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of US\$0.005 each in the capital of the Company, hereby inform the Company that I/We intend to attend (in person or by proxy) the Annual General Meeting of the Company to be held at the Conference Room, No.15 The 3rd Avenue, Tianjin Economic - Technological Development Area, Tianjin, PRC at 9:00 a.m. on 14 May 2014.

Date: \_\_\_\_\_

Signature(s): \_\_\_\_\_

**Notes:**

- 1 Please insert full name(s) and address(es) (as shown in the register of members) in block capitals.
- 2 Please insert the number and class of shares registered in your name(s).
- 3 In order to be valid, this completed and signed reply slip shall be delivered to the Company at Suite 5607, 56/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on or before 12 May 2014. This reply slip may be delivered to the Company by hand, by post, by cable or by facsimile.



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 OF HOLDERS OF SHARES FOR USE AT THE ANNUAL GENERAL MEETING

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 Annual General Meeting of the Company to be held at the Conference Room, No. 15 The 3rd Avenue, Tianjin Economic - Technological Development Area, Tianjin, PRC at 9:00 a.m. on 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.

	Resolutions	For (note 5)	Against (note 5)
1.	To receive and consider the audited accounts and the reports of the directors and auditors for the year ended 31 December 2013		
2.	To declare the payment of a final dividend for the year ended 31 December 2013		
3.	(A) To re-elect Mr. Junichiro Ida as an executive Director and to authorize the Directors to fix his remuneration		
	(B) To re-elect Mr. Wei Ying-Chiao as an executive Director and to authorize the Directors to fix his remuneration		
	(C) To re-elect Mr. Teruo Nagano as an executive Director and to authorize the Directors to fix his remuneration		
	(D) To re-elect Mr. Hsu Shin-Chun who has served the Company for more than nine years as an independent non-executive Director and to authorize the Directors to fix his remuneration		
4.	To re-appoint auditors of the Company and authorise the directors to fix their remuneration		
5.	To consider and approve the general mandate for issue of shares		
6.	To consider and approve the general mandate to repurchase shares in the capital of the Company		
7.	To consider and approve that the aggregate nominal amount of shares which are repurchased by the Company shall be added to the aggregate nominal amount of the shares which may be allotted pursuant to the general mandate for issue of shares		

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 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 notarial 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 holding of the Meeting.

\* For identification purposes only