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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 Conference Room, No. 15, the 3rd Avenue, Tianjin Economic-Technological Development Area, Tianjin, The People’s Republic of China on Thursday , 11 November 2010 at 10:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

“**THAT:**

1. (i) the supply agreement dated 28 September 2010 entered into between the Company and Tingzheng (Cayman Islands) Holding Corp. (“**TZCI**”) in relation to the supply of plastics and flexible packaging materials by TZCI to the Company (the “**TZCI Supply Agreement**”) and the transactions contemplated thereunder be and are hereby approved and authorised;
- (ii) the annual caps in relation to the TZCI Supply Agreement be and are hereby approved, ratified and confirmed; and
- (iii) 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 make any amendments to the TZCI Supply Agreement and any other documents and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated under the TZCI Supply Agreement.
2. (i) the supply agreement dated 28 September 2010 entered into between the Company and Tianjin Ting Fung Starch Development Co., Ltd. (“**TFS**”) in relation to the supply of modified potato starch and seasoning flavour products by TFS to the Company (the “**TFS Supply Agreement**”) and the transactions contemplated thereunder be and are hereby approved and authorised;
- (ii) the annual caps in relation to the TFS Supply Agreement be and are hereby approved, ratified and confirmed; and

- (iii) 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 make any amendments to the TFS Supply Agreement and any other documents and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated under the TFS Supply Agreement.”

By Order of the Board
Tingyi (Cayman Islands) Holding Corp.
Wei Ing-Chou
Chairman

Hong Kong, 20 October 2010

Notes:

1. The register of members of The Company will be closed from Tuesday, 9 November 2010 to Thursday, 11 November 2010 (both dates inclusive). In order to qualify for attendance and voting at the EGM, all transfer documents should be lodged for registration with the share registrar of the Company's Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 November 2010.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at Suite 5607, 56th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or adjourned meeting as the case may be).
4. The voting on the resolutions at the EGM will be conducted by way of poll.

* *For identification purpose only*

As at the date of this announcement, Mr. Wei Ing-Chou, Mr. Takeshi Ida, Mr. Ryo Yoshizawa, Mr. Wu Chung-Yi, Mr. Wei Ying-Chiao and Mr. Junichiro Ida are executive directors of the Company. Mr. Hsu Shin-Chun, Mr. Lee Tiong-Hock and Mr. Michihiko Ota are independent non-executive directors of the Company.

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