



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 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 Monday, 30 December 2013 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.

	Resolution	For (<i>note 5</i>)	Against (<i>note 5</i>)
1.	To approve, ratify, confirm and authorise (i) the TZCI Supply Agreement (as defined in the circular of the Company dated 6 December 2013 (the “ Circular ”)) and the transactions contemplated thereunder; (ii) the annual caps in relation to the TZCI Supply Agreement; and (iii) any one director of the Company 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.	To approve, ratify, confirm and authorise (i) the TFS Supply Agreement (as defined in the Circular) and the transactions contemplated thereunder; (ii) the annual caps in relation to the TFS Supply Agreement; and (iii) any one director of the Company 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.		

Dated this _____ day of _____ 2013. 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 Extraordinary General Meeting.

* For identification purposes only