

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 (<i>note 1</i>)	
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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.1688, Wuzhong Road, Minhang District, Shanghai City, PRC at 9:00 a.m. on Thursday, 29 December 2016 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.

The full text of the resolutions are set out in the notice convening the EGM dated 8 December 2016, which has also been incorporated into the circular of the Company dated 8 December 2016 (the “**Circular**”). Unless otherwise stated, capitalized terms used in the Circular have the same meanings when used in this proxy form.

	Ordinary Resolutions	For (<i>note 5</i>)	Against (<i>note 5</i>)
1.	To approve the TZCI Supply Agreement, the transactions contemplated thereunder and the annual caps thereunder		
2.	To approve the TFS Supply Agreement, the transactions contemplated thereunder and the annual caps thereunder		

Dated this _____ day of _____ 2016. 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 notarially 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