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# 康師傅控股

TINGYI (CAYMAN ISLANDS) HOLDING CORP.

康師傅控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 0322)

## 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 10:00 a.m. on Monday, 13 June 2022 at the Conference Room, No.1688, Wuzhong Road, Minhang District, Shanghai City, PRC for the purpose of considering and, if thought fit, passing the following resolution of the Company:

### ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) the agreement (the “**Tingzheng Supply Agreement**”) to be entered into between the Company and Tingzheng (Cayman Islands) Holding Corp. (“**Tingzheng**”), a copy of which is tabled at the meeting and marked “**A**” and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Company and its subsidiaries (the “**Group**”) will purchase flexible plastic packaging materials and plastic products from Tingzheng and its subsidiaries for a term of three financial years ending 31 December 2025, be and is hereby approved;
- (b) the cap amounts in relation to the purchase of products under the Tingzheng Supply Agreement for the three financial years ending 31 December 2025 as set out in the circular of the Company dated 28 April 2022, be and are hereby approved; and
- (c) 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 to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Tingzheng Supply Agreement and the transactions contemplated thereunder.”

\* For identification purposes only

(2) **“THAT:**

- (a) the agreement (the **“Marine Vision Supply Agreement”**) to be entered into between the Company and Marine Vision Investment Inc. (**“Marine Vision”**), a copy of which is tabled at the meeting and marked **“B”** and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Company and its subsidiaries (the **“Group”**) will purchase carton box products from Marine Vision and its subsidiaries for a term of three financial years ending 31 December 2025, be and is hereby approved;
- (b) the cap amounts in relation to the purchase of products under the Marine Vision Supply Agreement for the three financial years ending 31 December 2025 as set out in the circular of the Company dated 28 April 2022, be and are hereby approved; and
- (c) 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 to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Marine Vision Supply Agreement and the transactions contemplated thereunder.”

(3) **“THAT:**

- (a) the agreement (the **“Ting Tong Logistics Agreement”**) to be entered into between the Company and Ting Tong (Cayman Islands) Holding Corp. (**“Ting Tong”**), a copy of which is tabled at the meeting and marked **“C”** and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Company and its subsidiaries (the **“Group”**) will procure logistics services from Ting Tong and its subsidiaries for a term of three financial years ending 31 December 2025, be and is hereby approved;
- (b) the cap amounts in relation to the logistics services under the Ting Tong Logistics Agreement for the three financial years ending 31 December 2025 as set out in the circular of the Company dated 28 April 2022, be and are hereby approved; and
- (c) 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 to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Ting Tong Logistics Agreement and the transactions contemplated thereunder.”

By Order of the Board  
**Tingyi (Cayman Islands) Holding Corp.**  
**Ip Pui-Sum**  
*Company Secretary*

Hong Kong, 28 April 2022

*Notes:*

- (a) Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (c) In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority must be delivered to the Company's Hong Kong office at Suite 5607, 56/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting thereof (as the case may be).
- (d) Completion and return of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (e) In the case of joint registered holders of any share, if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (f) The register of members of the Company will be closed from Wednesday, 8 June 2022 to Monday, 13 June 2022 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to attend and vote at the Extraordinary General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 7 June 2022.

### **PRECAUTIONARY MEASURES FOR THE EGM**

To safeguard the health and safety of the attending shareholders and to prevent the spreading of the COVID-19 coronavirus, the following precautionary measures will be implemented at the EGM:

- Compulsory body temperature checks
- Compulsory wearing of surgical face mask
- No eating and drinking at the meeting venue
- Wash your hands with alcohol based hand sanitizer before entering the meeting venue
- No provision of refreshments or corporate gifts
- Appropriate seating arrangement in line with the relevant laws and regulations

**Any person who does not comply with the precautionary measures may be denied entry into the EGM, at the absolute discretion of the Company as permitted by the laws. The Company would like to encourage shareholders to exercise their voting rights by appointing the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the meeting in person.**

*As at the date of this announcement, Mr. Wei Hong-Ming, Mr. Junichiro Ida, Mr. Wei Hong-Chen, Mr. Koji Shinohara, Mr. Yuko Takahashi and Ms. Tseng Chien are executive Directors of the Company. Mr. Hsu Shin-Chun, Mr. Lee Tiong-Hock and Mr. Hiromu Fukada are independent non-executive Directors of the Company.*