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If you have sold or transferred all your shares in Tingyi (Cayman Islands) Holding Corp., you should at once hand this document and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or to the transferee.

If you are in any doubt as to any aspect of this document or as to any action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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)

**PROPOSALS FOR GENERAL MANDATE TO BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
PROPOSED ADOPTION OF NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Tingyi (Cayman Islands) Holding Corp. to be held at the Conference Room, No. 1688 Wuzhong Road, Minhang District, Shanghai, the People's Republic of China on Monday, 8 June 2026 at 10:00 a.m. is set out on pages 27 to 29 of this document.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Principal Place of Business in Hong Kong at Suite 5607, 56th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong or the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish.

* For identification purpose only

DEFINITIONS

In this document, the following expressions have the following meanings, unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held on 8 June 2026 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 27 to 29 of this document
“Articles” or “Articles of Association”	the articles of association of the Company
“Board” or “Directors”	the board of Directors of the Company, or where the context so admits, the directors of the Company
“Company”	Tingyi (Cayman Islands) Holding Corp., a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Main Board of the Stock Exchange
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	22 April 2026, being the latest practicable date prior to the printing of this document for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company
“New Articles”	the amended and restated memorandum and articles of association of the Company as described under the paragraph headed “PROPOSED ADOPTION OF NEW ARTICLES” in the letter from the Board section of this circular
“Proposed Amendments”	has the meaning ascribed to it under the paragraph headed “PROPOSED ADOPTION OF NEW ARTICLES” in the letter from the Board section of this circular
“Registrar”	the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Sanyo”	Sanyo Foods Co., Ltd., a company incorporated in Japan with limited liability

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571, of the Laws of Hong Kong) as amended from time to time)
“Share(s)”	share(s) of US\$0.005 each in the share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate to exercise all powers of the Company to buy back Shares during the period as set out in the Share Buy-back Resolution up to a maximum of 10 per cent of the total number of shares of the Company in issue as at the date of the Share Buy-back Resolution
“Share Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 8 of the notice of Annual General Meeting
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Ting Hsin”	Ting Hsin (Cayman Islands) Holding Corp., a company incorporated in the Cayman Islands with limited liability

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)

Executive Directors:

Mr. Wei Hong-Ming (*Chairman*)
Mr. Junichiro Ida (*Vice-Chairman*)
Mr. Wei Hong-Chen (*Chief Executive Officer*)
Mr. Koji Shinohara
Mr. Yuko Takahashi
Ms. Tseng Chien

Hong Kong Office:

Suite 5607 56th Floor
Central Plaza
18 Harbour Road Wanchai
Hong Kong

Independent Non-executive Directors:

Mr. Hsu Shin-Chun
Mr. Masaya Tochio
Mr. Man Mo Leung

27 April 2026

To the shareholders of the Company

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATE TO BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
PROPOSED ADOPTION OF NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

It is proposed that at the Annual General Meeting of Tingyi (Cayman Islands) Holding Corp. to be held on Monday, 8 June 2026, the notice of which is set out on pages 27 to 29 of this document, resolutions will be proposed to grant to the Directors general mandates to buy back shares of US\$0.005 each in the capital of the Company, to approve the re-election of directors, to approve the re-appointment of auditor and to approve the proposed adoption of the New Articles.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

1. To attend and vote at the annual general meeting

The record date for determining the entitlement of the holders of Shares to attend, speak and vote at the Annual General Meeting will be 8 June 2026. The register of members of the Company will be closed from 3 June 2026 to 8 June 2026 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to attend and vote at the Annual 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, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 2 June 2026.

2. To qualify for the final dividends and special final dividends

The Board has recommended the payment of a final dividend of RMB39.92 cents per ordinary share of the Company and a special final dividend of RMB39.92 cents per ordinary share of the Company in respect of the year ended 31 December 2025. Subject to the approval of shareholders at the forth coming Annual General Meeting to be held on Monday, 8 June 2026, the final dividend and the special final dividend will be paid on or about 8 July 2026. Shareholders registered under the Hong Kong branch register of members on 16 June 2026, being the record date, will receive their dividends in Hong Kong dollars. The Hong Kong dollars final dividend and special final dividend will be based on the exchange rate of Renminbi against Hong Kong dollars to be determined on Monday, 8 June 2026, being the date of the Annual General Meeting on which the final dividend and the special final dividend will be proposed to the shareholders of the Company for approval.

The register of members of the Company will be closed from 12 June 2026 to 16 June 2026 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to qualify for the final dividends and special final dividends, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 11 June 2026.

GENERAL MANDATE TO BUY BACK SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Share Buy-back Mandate to buy back Shares not exceeding 10% of the total number of shares of the Company in issue as at the date of the Share Buy-back Resolution.

The Share Buy-back Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolution of the shareholders in general meeting prior to such meeting.

An explanatory statement which contains all the information reasonably necessary to enable you to make an informed decision in relation to the proposed resolution regarding the Share Buy-back Mandate as required by the Listing Rules is set out in Appendix I to this document.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Article 99 of the Articles, at each annual general meeting one-third of the Directors for the time being or, if their number is not 3 or a multiple of 3, the number nearest to one-third will retire from the office. The retiring Directors will be eligible for re-election. Accordingly, Mr. Junichiro Ida, Mr. Wei Hong-Chen and Mr. Masaya Tochio will retire at the Annual General Meeting, and will stand as eligible candidates for re-election of directors.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this document.

RE-APPOINTMENT OF AUDITOR

Forvis Mazars CPA Limited will retire as the independent auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment. Upon the recommendation of the Audit Committee and in accordance with Rule 13.88 of the Listing Rules, the Board proposed to pass an ordinary resolution to re-appoint Forvis Mazars CPA Limited as the independent auditors of the Company and to hold office from the conclusion of the Annual General Meeting until the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending 31 December 2026.

The estimated audit fee payable to Forvis Mazars CPA Limited for the audit of the consolidated financial statements of the Company and its subsidiaries for the year ending 31 December 2026 is expected to be approximately RMB9.536 million (exclusive of out-of-pocket expenses).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Forvis Mazars CPA Limited, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit (covering the consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

PROPOSED ADOPTION OF NEW ARTICLES

Reference is made to the announcement of the Company dated 27 April 2026 in relation to the proposed adoption of the New Articles.

The Board proposes that certain amendments be made to the existing Memorandum of Association and Articles of Association to, among other things, bring the existing Memorandum of Association and Articles of Association in line with the latest regulatory requirements in relation to the enabling of the holding of hybrid meetings and the provision of electronic voting, and make consequential and other housekeeping amendments (the "**Proposed Amendments**").

LETTER FROM THE BOARD

Accordingly, the Board proposes to adopt the amended and restated memorandum and articles of association (the “**New Articles**”) in substitution for, and to the exclusion of, the existing Memorandum of Association and Articles of Association.

Details of the Proposed Amendments are set out in Appendix III to this circular. The Proposed Amendments are either marked with strikethrough to denote text to be deleted or underlined to denote text to be added, and the other article numbers, section numbers and chapter numbers are changed accordingly due to the deletion, merger and split of the relevant articles, sections and chapters. Save for the Proposed Amendments in this circular, the other articles of the existing Memorandum of Association and Articles of Association will remain unchanged. The Chinese version of the existing Memorandum of Association and Articles of Association and the New Articles is an unofficial translation of the English version. In the event of any inconsistency, the English version shall prevail.

The proposed adoption of the New Articles is subject to the approval of the Shareholders by way of a special resolution at the forthcoming Annual General Meeting and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the Annual General Meeting, the existing Memorandum of Association and Articles of Association shall remain valid.

The Company has received a confirmation from its legal adviser to Hong Kong laws confirming that the New Articles comply with the applicable provisions under the Listing Rules. The Company has also received a confirmation from its legal adviser to Cayman Islands laws confirming that the New Articles are not inconsistent with the laws of the Cayman Islands.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, inter alia, (i) ordinary resolutions to approve the Share Buy-back Mandate, the re-election of directors and the re-appointment of auditor and (ii) special resolution to approve the proposed adoption of New Articles, are set out on pages 27 to 29 of this document. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon.

Voting by way of poll

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions at the Annual General Meeting for, among others, the granting of the general mandate to buy back Shares, the re-election of the retiring Directors, the re-appointment of the auditor, and the adoption of New Articles, are all in the best interest of the Company and its Shareholders and so recommend you to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and On behalf of the Board of
Tingyi (Cayman Islands) Holding Corp.
Wei Hong-Ming
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the proposed Share Buy-back Mandate.

1. Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Source of Funds

Buy back must be made out of funds which are legally available for such purpose in accordance with the laws of the Cayman Islands and the Articles of the company.

(b) Maximum number of shares to be repurchased and subsequent issues

A maximum of 10% of the total number of shares of the company in issue as at the date of passing the relevant resolution granting the general mandate may be bought back on the Stock Exchange.

(c) Shares to be bought back

The Listing Rules provide that the shares which are proposed to be bought back by a company must be fully paid up.

2. Number of Shares

As at 22 April 2026, being the Latest Practicable Date, the Company had 5,636,516,360 Shares in issue.

Subject to the passing of the ordinary resolution to approve the Share Buy-back Mandate, and on the basis that there is no change to the number of issued shares of the Company prior to the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 563,651,636 fully paid up Shares, representing 10% of the total number of shares of the Company in issue.

3. Reasons for the Buy back

Whilst the Directors do not presently intend to buy back any Shares, they believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to buy back Shares. Such buy back may, depending on market conditions and funding arrangements at the time, lead to an enhancement in the value of the Shares and/or earnings per share and will only be made when the Directors believe that such buy back will benefit the Company and its Shareholders.

4. Funding of Buyback

In buying back Shares, the Company may only apply its available cash flow or working capital facilities which will be funds legally available for such purpose in accordance with the laws of the Cayman Islands and the Articles of the Company. Such funds include profits available for distribution and the proceeds of fresh issues of Shares made for the purpose of the buy back.

If the Share Buy-back Mandate were exercised in full, there could be a material adverse effect on the working capital position of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group (as compared with the position disclosed in the audited consolidated accounts as at 31 December 2025). The Directors therefore do not propose to exercise the Share Buy-back Mandate to such an extent unless the Directors determined that such buy back, after taking account of all relevant factors applicable to the Group, is in the best interests of the Group.

5. Share Prices

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the months from May 2025 to the Latest Practicable Date were as follows:

	Price per share	
	Highest (HK\$)	Lowest (HK\$)
2025		
May	14.20	12.60
June	13.20	11.20
July	12.32	11.02
August	11.66	10.69
September	11.52	10.20
October	11.10	10.16
November	12.35	10.52
December	12.49	11.55
2026		
January	12.65	11.40
February	13.69	11.65
March	13.55	12.00
April#	13.70	12.40

Up to and including the Latest Practicable Date.

6. General matters

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries under the Share Buy-back Mandate if such Share Buy-back Mandate is approved by the Shareholders.

The Directors, so far as the same may be applicable, will exercise the Share Buy-back Mandate in accordance with the Listing Rules and the laws of the Cayman Islands. The Directors confirmed that neither this explanatory statement nor the Share Buy-back Mandate has any unusual features.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

7. Takeovers Code

If as a result of a share buyback by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Ting Hsin held 1,882,927,866 Shares, representing approximately 33.41% of the issued share capital of the Company. Ting Hsin is beneficially owned as to approximately 51.925% by Ho Te Investments Limited ("**Ho Te**"), as to approximately 30.240% by Rich Cheer Holdings Limited ("**Rich Cheer**"), as to approximately 17.835% by Rich Gold Capital Inc. ("**Rich Gold**"). Ho Te and Rich Cheer are owned as to 100% by Profit Surplus Holdings Limited ("**Profit Surplus**"). Profit Surplus is the trustee of a unit trust, which is in turn held by four discretionary trusts in equal proportions.

Rich Gold is wholly owned by Tingho Capital Holding Co., Ltd., which is owned by Profit Surplus 3 Holdings Limited ("**Profit Surplus 3**"). Profit Surplus 3 is the trustee of a unit trust, which is in turn held by four discretionary trusts in equal proportions.

Lion Trust (Singapore) Limited is the trustee of each of the discretionary trusts mentioned above.

In addition, Sanyo also held 1,882,927,866 Shares, representing approximately 33.41% of the issued share capital of the Company, as at the Latest Practicable Date. If the Company exercises the right to buy back the maximum of 563,651,636 shares in the Company, the respective percentage of shareholdings held by Ting Hsin and Sanyo will increase from 33.41% to 37.12%. Such increase will give rise to an obligation for Ting Hsin and Sanyo to make a mandatory offer under Rule 26 of the Takeovers Code. In addition, the Company may not buy back shares which would result in the amount of shares held by the public being reduced to less than 25%. The Directors will be cautioned in exercising the Share Buy-back Mandate and have no intention to exercise the Share Buy-back Mandate to such extent which would result in Ting Hsin and Sanyo becoming obliged to make a mandatory offer.

8. Share Buy-back made by the Company

During the previous six months preceding the Latest Practicable Date, the Company did not buy back any Shares through the Stock Exchange or otherwise. In addition, the Company may not buy back shares which would result in the amount of shares held by the public being reduced to less than 25%.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting are as follows:

(1) Mr. Junichiro Ida, aged 63, Executive Director

Mr. Junichiro Ida, was appointed as an Executive Director of the Company in May 2002 and appointed as Vice-Chairman of the Company on 15 November 2013, is the President of Sanyo Foods Co., Ltd. After graduating from Rikkyo University in 1985, he joined The Fuji Bank, Limited and worked there for six years. In 1992, he joined Sanyo Foods Co., Ltd. He became the President of Sanyo Foods Co., Ltd in June 1998. Mr. Ida is currently the Director of Sanyo Foods Corp. of America as well as the Director of Caraway Pte Ltd (J/V of package foods business between Olam International Limited and Sanyo Foods Co., Ltd in Africa) and Honorary Consul of the Kingdom of Morocco in Gunma. He is also the Representative Director of Sanyo Foods Scholarship Foundation, the Representative Director of Sanyo Foods Culture and Sports Foundation, the Chairman of the board of Japan Convenience Foods Industry Association, the Chairman of the Board of Save the Children Japan and the visiting professor of Rikkyo University. He was awarded the “Medal with Blue Ribbon” by Japanese government in 2021.

Mr. Ida has not entered into a service agreement with the Company and there is no fixed term of his service, except his appointment being subject to the rotation and re-election requirement in accordance with the Articles of Association of the Company. In the financial year ended 31 December 2025, Mr. Ida received total emolument of RMB804,206 which included director’s fee, salary and other emolument and discretionary bonus. The emoluments payable to Mr. Ida is subject to review by the Board each year. The emoluments of Mr. Ida were determined by reference to his duties and responsibilities within the Group.

Mr. Ida is currently the President of Sanyo Foods Co., Ltd, the Director of Sanyo Foods Corp. of America, the Director of Caraway Pte Ltd (J/V of package foods business between Olam International Limited and Sanyo Foods Co., Ltd in Africa), the Representative Director of Sanyo Foods Scholarship Foundation and the Representative Director of Sanyo Foods Culture and Sports Foundation, and together with the Executive Directors of the Company, Mr. Yuko Takahashi and Mr. Koji Shinohara, are considered related to Sanyo Foods Co., Ltd., a substantial shareholder of the Company. Save as disclosed above, Mr. Ida is not connected with any other directors, senior management, substantial or controlling shareholders of the Company. Mr. Ida does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Ida has not held directorship or major appointment in any other public listed companies in the past three years. In addition, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no any other matters that need to be brought to the attention of Shareholders.

(2) Mr. Wei Hong-Chen, aged 43, Executive Director

Mr. Wei Hong-Chen, was appointed as an Executive Director of the Company on 1 January 2019, and was appointed as the CEO of the Company with effect from 1 January 2026. Mr. Wei received his Bachelor degree from Imperial College London and MBA from Harvard Business School. He also serves on Harvard Business School's Board of Dean's Advisors, offering valuable insights into industry trends and leadership. He was appointed as a director of KSF Beverage Holding Co., Ltd. (formerly known as Tingyi-Asahi Beverages Holding Co., Ltd., "**KSF Beverage**") since February 2015 and as its chairman since 2019.

Mr. Wei has not entered into a service agreement with the Company and there is no fixed term for his service, except his appointment being subject to the rotation and re-election requirement in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2025, Mr. Wei received total emolument of RMB8,463,170 which included director's fee, salary and other emolument and discretionary bonus. The emoluments payable to Mr. Wei is subject to review by the Board each year. The emoluments of Mr. Wei were determined by reference to his duties and responsibilities within the Group.

Mr. Wei is the younger brother of the Chairman of the Board, Mr. Wei Hong-Ming, and his family members and relatives beneficially and wholly own Ting Hsin (Cayman Islands) Holding Corp., a substantial shareholder of the Company. As at the Latest Practicable Date, Mr. Wei holds 5,000,000 shares and share options to subscribe for 1,385,000 shares of the Company.

Save as disclosed above, Mr. Wei (i) is not connected with any other directors, senior management, substantial or controlling shareholders of the Company; and (ii) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Wei has not held directorship or major appointment in any other public listed companies in the past three years. In addition, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

(3) Mr. Masaya Tochio, aged 66, Independent Non-executive Director

Mr. Masaya Tochio has been appointed as an Independent Non-executive Director of the Company since 17 April 2024. Mr. Tochio has more than 40 years of working experience in the global food industry. Mr. Tochio joined Ajinomoto Co., Inc in April 1983 and had worked there until June 2023, subsequently acted as an adviser through June 2025. He served various positions in its Overseas Business and Corporate Division as GM of Overseas Food and Seasoning Department, President of Ajinomoto Frozen Foods Thailand, Director of Corporate Planning Division, Representative Director and Corporate Senior Vice President. He was Director and member of the Standing Audit Committee when the company performed corporate governance reform in 2021. Mr. Tochio graduated from the Faculty of Commerce, Waseda University in 1983.

The Company has entered into an appointment letter with Mr. Tochio for a period of three years, subject to the rotation and re-election requirement in accordance with the Articles of Association of the Company. In the financial year ended 31 December 2025, Mr. Tochio received total emolument of RMB545,591 which included director's fee, salary and other emolument and discretionary bonus. The emoluments payable to Mr. Tochio is subject to review by the Board each year. The emoluments of Mr. Tochio were determined by reference to his duties and responsibilities within the Group.

Mr. Tochio (i) is not connected with any other directors, senior management, substantial or controlling shareholders of the Company; and (ii) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Tochio has not held directorship or major appointment in any other public listed companies in the past three years. In addition, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no any other matters that need to be brought to the attention of Shareholders.

The existing Articles of Association of the Company be and are hereby amended as follows:

- (1) By deleting the words “Law” wherever they may appear and replacing them with the word “Act”; and
- (2) By making the below amendments:

Before Amendment	After Amendment (Revision)
<p>2.</p> <p>...</p>	<p>2.</p> <p>...</p> <p><u>“Communication Facilities” means video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other and all members’ rights to speak and vote at the meeting are maintained;</u></p>
<p>2.</p> <p>...</p>	<p>2.</p> <p>...</p> <p><u>“Corporate Communication” shall have the meaning given to it in the Listing Rules;</u></p>
<p>2.</p> <p>...</p>	<p>2.</p> <p>...</p> <p><u>“Person” means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;</u></p>

<p>2.</p> <p>...</p>	<p>2.</p> <p>...</p> <p><u>“Present” means in respect of any Person, such Person’s presence at a general meeting of members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being:</u></p> <p>(a) <u>physically present at the meeting; or</u></p> <p>(b) <u>in the case of any meeting at which Communication Facilities are permitted, in accordance with these Articles, connected by means of the use of such Communication Facilities;</u></p>
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CAPITAL AND SHARES

7. (A) If at any time the capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To any such separate general meeting all the provisions of the Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy or authorised representative not less than one-third of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, that any holder of shares of the class present in person or by proxy or authorized representative may demand a poll and that at any adjourned meeting of such holders one holder present in person or by proxy or authorised representative (whatever the number of shares held by him) shall be a quorum.

7. (A) If at any time the capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To any such separate general meeting all the provisions of the Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy or authorised representative not less than one-third of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, that any holder of shares of the class ~~present in person or by proxy or authorised representative~~ Present may demand a poll and that at any adjourned meeting of such holders one holder ~~present in person or by proxy or authorised representative (whatever the number of shares held by him)~~ Present shall be a quorum.

REGISTER OF MEMBERS AND SHARE CERTIFICATES	
<p>11. (G) The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than thirty days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, any by whose authority, it is closed. In the event that there is alteration of book closure date, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.</p>	<p>11. (G) The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than thirty days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, any by whose authority, it is closed. In the event that there is alteration of book closure date, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article <u>and the Listing Rules.</u></p>
CALLS ON SHARES	
<p>19.A copy of the notice referred to in Article 18 shall be sent to the members in the manner in which notices may be sent to members by the Company as herein provided.</p>	<p>19.A copy of the notice referred to in Article 18 shall be sent to the members in the manner in which notices may be sent to members by the Company as herein provided <u>in Article 164.</u></p>

<p>20. In addition to the giving of notice in accordance with Article 18, notice of the person appointed to receive payment of every call and of the time and place appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the matter in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspaper.</p>	<p>20. [Reserved] In addition to the giving of notice in accordance with Article 18, notice of the person appointed to receive payment of every call and of the time and place appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the matter in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspaper.</p>
<p>GENERAL MEETINGS</p>	
<p>57. ...</p>	<p>57. ...</p> <p><u>57A. The Board may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities.</u></p>
<p>NOTICE OF GENERAL MEETINGS</p>	
<p>60. ...</p>	<p>60. ...</p> <p><u>60A. The notice of any general meeting at which Communication Facilities will be utilised shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.</u></p>

PROCEEDINGS AT GENERAL MEETINGS	
<p>63. For all purposes the quorum for a general meeting shall be 2 members entitled to vote present in person or by separate proxy or authorised representative. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business provided that the absence of a quorum shall not preclude the appointment, choice or election of a chairman which shall not be treated as part of the business of the meetings.</p>	<p>63. For all purposes the quorum for a general meeting shall be 2 members entitled to vote present in person or by separate proxy or authorised representative <u>Present</u>. No business shall be transacted at any general meeting unless the requisite quorum shall be present <u>Present</u> at the commencement of the business provided that the absence of a quorum shall not preclude the appointment, choice or election of a chairman which shall not be treated as part of the business of the meetings.</p>
<p>64. If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board and if at the adjourned meeting a quorum is not present or by proxy or authorised representative within 15 minutes from the time appointed for the meeting, any member present shall be a quorum and may transact the business for which the meeting was called.</p>	<p>64. If within 15 minutes from the time appointed for the meeting a quorum is not present <u>Present</u>, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board and if at the adjourned meeting a quorum is not present <u>Present</u> or by proxy or authorised representative within 15 minutes from the time appointed for the meeting, any member present <u>Present</u> shall be a quorum and may transact the business for which the meeting was called.</p>
<p>67. If there is no such chairman or vice chairman or if at any general meeting neither of such chairman or vice chairman is present within 15 minutes after the time appointed for holding the meeting nor is willing to act as chairman, the Directors present shall choose one of their number as chairman and if only one Director shall be present he shall, if willing to act, preside as chairman. If no Director shall be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the members present shall choose one of their own number to be the chairman.</p>	<p>67. If there is no such chairman or vice chairman or if at any general meeting neither of such chairman or vice chairman is present <u>Present</u> within 15 minutes after the time appointed for holding the meeting nor is willing to act as chairman, the Directors present <u>Present</u> shall choose one of their number as chairman and if only one Director shall be present <u>Present</u> he shall, if willing to act, preside as chairman. If no Director shall be present <u>Present</u> or if all the Directors present <u>Present</u> decline to take the chair or if the chairman chosen shall retire from the chair, then the members present <u>Present</u> shall choose one of their own number to be the chairman.</p>

<p>67.</p> <p>...</p>	<p>67.</p> <p>...</p> <p><u>67A. The chairman shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the chairman, in which event:</u></p> <p><u>(i) the chairman shall be deemed to be Present at the meeting; and</u></p> <p><u>(ii) if the Communication Facilities are interrupted or fail for any reason to enable the chairman to hear and be heard by all other Persons attending and participating at the meeting then the Directors Present at the meeting shall choose another Director Present to act as chairman of the meeting for the remainder of the meeting; provided that if (i) no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, the meeting shall be automatically adjourned to the same day in the next week and at such time and place as shall be decided by the Directors.</u></p>
<p>68. The chairman may, with the consent of any general meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 7 clear days' written notice specifying the place, the day and the hour of the adjourned meeting shall be given as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	<p>68. The chairman may, with the consent of any general meeting at which a quorum is present <u>Present</u> and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 7 clear days' written notice specifying the place, the day and the hour of the adjourned meeting shall be given as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>

<p>69. (ii) at least 3 members present in person or by proxy or authorised representative for the time being entitled to vote at the meeting;</p>	<p>69. (ii) at least 3 members present in person or by proxy or authorised representative <u>Present</u> for the time being entitled to vote at the meeting;</p>
<p>69. (iii) any member or members present in person or by proxy or authorised representative and representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting; or</p>	<p>69. (iii) any member or members present in person or by proxy or authorised representative <u>Present</u> and representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting; or</p>
<p>69. (iv) any member or members present in person or by proxy or authorised representative and holding shares in the Company conferring a right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to no less than one-tenth of the total sum paid up on all the shares conferring that right.</p>	<p>69. (iv) any member or members present in person or by proxy or authorised representative <u>Present</u> and holding shares in the Company conferring a right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to no less than one-tenth of the total sum paid up on all the shares conferring that right.</p>
<p>70. If a poll is duly demanded it shall (subject as provided in Article 73) be taken in such manner (including the use of ballot or voting papers or tickets or scrutineers) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was demanded, as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken immediately. The demand for a poll may be withdrawn with the consent of the chairman at any time before the close of the meeting or the taking of the poll, whichever is the earlier.</p>	<p>70. If a poll is duly demanded it shall (subject as provided in Article 73) be taken in such manner (including the use of ballot or voting papers or tickets or scrutineers <u>or by electronic voting</u>) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was demanded, as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken immediately. The demand for a poll may be withdrawn with the consent of the chairman at any time before the close of the meeting or the taking of the poll, whichever is the earlier.</p>

VOTES OF MEMBERS

74. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at any general meeting (a) every member who is present in person or by proxy or by authorised representative shall have the right to speak, (b) on a show of hands, every member present in person or by proxy or by authorised representative shall have one vote, and (c) on a poll every member present in person or by proxy or by authorised representative shall have one vote for each share of which he is the holder and which is fully paid up or credited as fully paid up and shall have for every partly paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up or credited as paid up thereon bears to the nominal value of the share (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purpose of this Article as paid up on the share). A person entitled to cast more than one vote upon a poll need not use all his votes or cast all the votes he uses in the same way.

74. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at any general meeting (a) every member ~~who is present in person or by proxy or by authorised representative~~ Present shall have the right to speak, (b) on a show of hands, every member ~~present in person or by proxy or by authorised representative~~ Present shall have one vote, and (c) on a poll every member ~~present in person or by proxy or by authorised representative~~ Present shall have one vote for each share of which he is the holder and which is fully paid up or credited as fully paid up and shall have for every partly paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up or credited as paid up thereon bears to the nominal value of the share (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purpose of this Article as paid up on the share). A person entitled to cast more than one vote upon a poll need not use all his votes or cast all the votes he uses in the same way.

NOTICES

164. Any notice or document (including a share certificate) to be given by the Company to any member may be served either personally or by sending it by post to him in a prepaid envelope or wrapper at his registered address as appearing in the register or at the address, within or outside the Cayman Islands, supplied by him to the Company for the sending of notices or documents to him or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website or the Exchange’s website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing; or (b) the member’s deemed consent, in the manner specified in the Listing Rules, to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed in the Listing Rules.

164. Any notice or document (including a ~~share certificate~~ any Corporate Communication) to be given by the Company to any member may be served ~~either in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:~~ either in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:

(i) Personally or by sending it by post to him in a prepaid envelope or wrapper at his registered address as appearing in the register or at the address, within or outside the Cayman Islands, supplied by him to the Company for the sending of notices or documents to him (which shall be sent by airmail where the notice or document is posted from one country to another);

~~(ii) or, to the extent permitted by the Listing Rules and all applicable laws and regulations,~~ (ii) or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company;

~~(iii) or by placing it on the Company’s Website or the Exchange’s website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing; or (b) the member’s deemed consent, in the manner specified in the Listing Rules, to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means;~~ (iii) or by placing it on the Company’s Website or the Exchange’s website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing; or (b) the member’s deemed consent, in the manner specified in the Listing Rules, to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means; or

(iv) (in the case of notice) by advertisement published in the manner prescribed in the Listing Rules.

<p>165. Subject to Article 164, where a notice or document is sent by post, service of the notice or document shall be deemed to be effected by properly addressing, prepaying and posting an envelope or a wrapper containing the notice and to have been effected on the day following that on which the envelope or wrapper containing the same is put into a post office situated within the Cayman Islands, PRC or Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof. Any notice or other document delivered or left at the registered address or address supplied for the sending of notices or documents to him otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p>	<p>165. Subject to Article 164, where a notice or document <u>(including any Corporate Communication)</u> is sent by post, service of the notice or document shall be deemed to be effected by properly addressing, prepaying and posting an envelope or a wrapper containing the notice and to have been effected on the day following that on which the envelope or wrapper containing the same is put into a post office situated within the Cayman Islands, PRC or Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof. Any notice or other document delivered or left at the registered address or address supplied for the sending of notices or documents to him otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p>
<p>165A. Any notice or document served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>	<p>165A. Any notice or document <u>(including any Corporate Communication)</u> served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>

<p>165B. Any notice or document given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</p>	<p>165B. Any notice or document <u>(including any Corporate Communication)</u> given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, <u>and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient.</u></p>
<p>165C. Any notice or document served by placing on the Company’s Website or the Exchange’s website shall be deemed to be served at such time as may be prescribed by the Listing Rules.</p>	<p>165C. Any notice or document <u>(including any Corporate Communication)</u> served by placing on the Company’s Website or the Exchange’s website shall be deemed to be served at such time as may be prescribed by the Listing Rules.</p>
<p>165D. Any notice or document delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left.</p>	<p>165D. Any notice or document <u>(including any Corporate Communication)</u> delivered personally or left at a registered address <u>or address supplied for the sending of notices or documents to him</u> otherwise than by post shall be deemed to have been served on the day it was so delivered or left.</p>

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 IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING of the Company will be held at the Conference Room, No. 1688 Wuzhong Road, Minhang District, Shanghai, The People's Republic of China ("PRC") on Monday, 8 June 2026 at 10:00 a.m. for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited accounts and the reports of the directors and the auditors for the year ended 31 December 2025;
2. To approve the payment of a final dividend for the year ended 31 December 2025;
3. To approve the payment of a special final dividend for the year ended 31 December 2025;
4. To re-elect Mr. Junichiro Ida as an executive Director and to authorize the Directors to fix his remuneration;
5. To re-elect Mr. Wei Hong-Chen as an executive Director and to authorize the Directors to fix his remuneration;
6. To re-elect Mr. Masaya Tochio as an independent non-executive Director and to authorize the Directors to fix his remuneration;
7. To re-appoint Forvis Mazars CPA Limited as auditor of the Company and authorize the Directors to fix their remuneration;
8. "THAT there be granted to the Directors an unconditional general mandate to buy-back shares of the Company, and that the exercise by the Directors of all powers of the Company to buy-back shares subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period;
 - (b) such mandate shall authorize the Directors to procure the Company to buy-back shares at such prices as the Directors may at their discretion determine;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of shares repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of passing of this Resolution; and
- (d) for the purposes of this Resolution “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of this Resolution by an Ordinary Resolution of the shareholders of the Company in general meeting.”

SPECIAL RESOLUTION

9. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT the amended and restated memorandum and articles of association of the Company (the “**New Articles**”), a copy of which has been produced to the meeting marked “A” and for identification purpose signed by the Chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Articles, including attending to any registration and/or filing of the New Articles and all requisite documents for and on behalf of the Company.”

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

Hong Kong, 27 April 2026

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. CLOSURE OF REGISTER

- (1) To attend and vote at the annual general meeting

The record date for determining the entitlement of the holders of Shares to attend, speak and vote at the Annual General Meeting will be 8 June 2026. The register of members of the Company will be closed from 3 June 2026 to 8 June 2026 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to attend and vote at the Annual 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, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 2 June 2026.

- (2) To qualify for the final dividends and special final dividends

Shareholders registered under the Hong Kong branch register of members on 16 June 2026, being the record date, will receive their dividends in Hong Kong dollars. The register of members of the Company will be closed from 12 June 2026 to 16 June 2026 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to qualify for the final dividends and special final dividends. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 11 June 2026.

2. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. For a shareholder who appoints more than one proxy, the voting right can only be exercised when a poll is taken.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing. The instrument appointing a proxy, and if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarized copy of that power of attorney or other authority shall be deposited to the Company's principal place of business in Hong Kong at Suite 5607, 56/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, or the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before holding the Meeting.
5. Shareholders who intend to attend the meeting shall complete and lodge the attached reply slip to show their intention to attend the meeting with the Company to the Company's principal place of business in Hong Kong at Suite 5607, 56/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong or the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 2 June 2026. The reply slip may be delivered to the Company by hand, by post, by cable or by facsimile.

As at the date of this circular, 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. Masaya Tochio and Mr. Man Mo Leung are independent non-executive Directors of the Company.