

June 7, 2011

Dear Institutional Investors

Nissin Foods Holdings Co., Ltd.**Notice of the 63rd Ordinary General Meeting of Shareholders**

The Shareholders' Meeting of Nissin Foods Holdings Co., Ltd. will be held on Wednesday, June 29, 2011. Although we already sent the Notice of Convocation to our shareholders, we understand the overseas proxy process can be complicated, and therefore, we would like to present a brief summary of the Agenda to be approved along with relevant reference materials. We hope this reference will be useful in your decision-making. Please use the prescribed procedures you have determined for carrying out the proxy procedures.

Furthermore, we are participating in the electronic proxy voting platform provided by ICJ for the convenience of shareholders. It allows overseas shareholders to vote through a system similar to that used in the United States, and we would be pleased if you could make use of it.

Along with our continuous efforts to increase shareholder value and to further strengthen corporate governance and IR activities, we would like to convey information to shareholders regarding the progress being made by management and the structure of the company in a timely manner. Your ongoing understanding and support is greatly appreciated.

Agenda to be Resolved**1. Appropriation of retained earnings**

With a final dividend payout of JPY 35 (totaling JPY 3,873,384,585), this year's total dividend will be JPY 70 (a JPY 10 increase from the previous year), including the interim dividend of JPY 35. That will make the payout ratio 37.3%, based on consolidated earnings.

We will endeavor to maintain stable dividends to shareholders in the future by aiming to have a payout ratio of around 40%, based on consolidated earnings.

2. Election of eleven directors

There are eleven candidates for directors, including Mr. Koki Ando who is the current President and Representative Director. In an effort to improve corporate governance, the Company has increased the number of outside directors from two to three last year. Outside director candidates are current outside director Yoko Ishikura, and new candidates Ken Kobayashi and Masahiro Okafuji.

Yoko Ishikura is believed to be a suitable outside director as she will bring the views of an outside expert into management and has been recognized for her many years of experience as an expert on

international corporate strategy. Although she does not have any direct management experience, she is well-versed in corporate management due to many years of experience in areas such as international politics and economics, and international corporate strategy.

Ken Kobayashi and Masahiro Okafuji are the President of Mitsubishi Corporation and the President of ITOCHU Corporation respectively, and it is believed that they are suitable outside directors as they will bring outside views into management and have been recognized for their management acumen and track records in other companies.

Brief profiles of the independent outside director candidates are shown in Appendix 1.

3. Election of two corporate auditors

The terms of two current corporate auditors will end upon the conclusion of this ordinary general meeting of shareholders, and this proposal calls for the appointment of two corporate auditors.

Three of the Company's four corporate auditors will be outside corporate auditors following this agenda's approval.

Brief profiles of the independent outside corporate auditor candidates are shown in Appendix 2.

Please also refer to our website which contains information for investors, such as financial information and Annual Reports.

URL: <http://www.nissinfoods-holdings.co.jp/english/>

Your continued understanding and support is appreciated.

Profiles of Outside Director Candidates

* Candidate Number refers to the number shown in the original “Notice of the 63rd Ordinary General Meeting of Shareholders”, which shows all eleven Director Candidates.

| Candidate Number | Name (Date of Birth) | Brief History, Position and Other Key Posts Held Concurrently | Number of the Company's Shares Held |
|------------------|--|--|-------------------------------------|
| 9 | Ken Kobayashi (February 14, 1949)  | July 1971 Joined Mitsubishi Corporation April 2003 Appointed as Senior Vice President, General Manager, Singapore Branch June 2004 Appointed as Senior Vice President, Division COO, Plant Project Div. April 2006 Appointed as Senior Vice President, Division COO, Ship, Aerospace & Transportation Systems Div. April 2007 Appointed as Executive Vice President, Group CEO, Industrial Finance, Logistics & Development Group June 2007 Appointed as Member of the Board, Executive Vice President, Group CEO, Industrial Finance, Logistics & Development Group June 2008 Retired as Member of the Board Appointed as Executive Vice President, Group CEO, Industrial Finance, Logistics & Development Group April 2010 Appointed as Senior Executive Vice President, Executive Assistant to President June 2010 Member of the Board, President of Mitsubishi Corporation (Current) (Status of Key Posts Held Concurrently) President and CEO, Mitsubishi Corporation | 0 shares |
| 10 | Masahiro Okafuji (December 12, 1949)  | April 1974 Joined ITOCHU Corporation June 2002 Appointed as Executive Officer of ITOCHU Corporation April 2004 Appointed as Managing Executive Officer of ITOCHU Corporation June 2004 Appointed as Managing Director of ITOCHU Corporation April 2006 Appointed as Senior Managing Director of ITOCHU Corporation April 2009 Appointed as Executive Vice President of ITOCHU Corporation April 2010 Appointed as President of ITOCHU Corporation (Current) (Status of Key Posts Held Concurrently) President & Chief Executive Officer of ITOCHU Corporation | 0 shares |
| 11 | Yoko Ishikura (March 19, 1949)  | July 1985 Joined Japanese Subsidiary of McKinsey & Company, Inc. and appointed as Manager April 1992 Professor, School of International Politics, Economics and Communication, Aoyama Gakuin University April 2000 Professor, Graduate School of International Corporate Strategy, Hitotsubashi University April 2004 Appointed as Outside Director of Japan Post Service Co., Ltd. (Part-time) October 2005 Appointed as Vice President of the Science Council of Japan June 2006 Appointed as Director Mitsui O.S.K. Lines, Ltd. June 2010 Appointed as Director and Independent Director/Auditor of Nissin Foods Holdings Co., Ltd. (Current) Appointed as Director of Fujitsu Limited (Current) April 2011 Professor, Graduate School of Media Design, Keio University (Current) | 167 shares |

* As Director candidate Yoko Ishikura is highly reputed with her name, the candidate name is shown as above, although her legal name is Yoko Kurita.

Profile of Outside Corporate Auditor Candidate

* Candidate Number refers to the number shown in the original “Notice of the 63rd Ordinary General Meeting of Shareholders”, which shows all two Corporate Auditor Candidates.

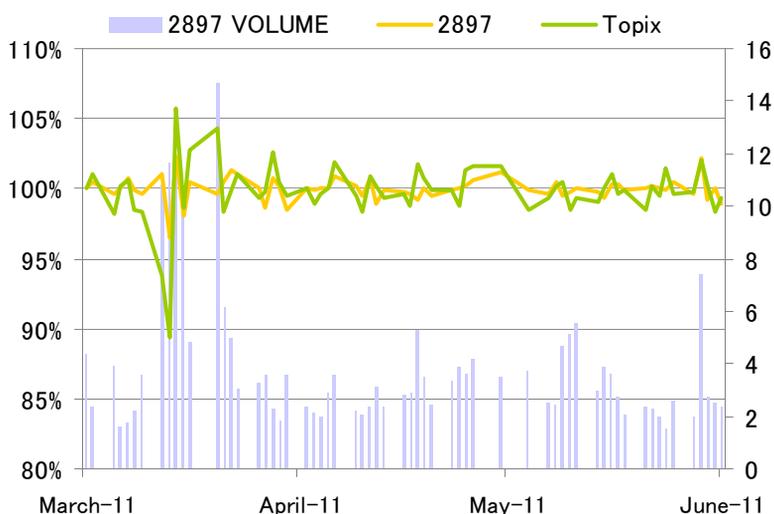
| Candidate Number | Name (Date of Birth) | Brief History, Position and Other Key Posts Held Concurrently | Number of the Company's Shares Held |
|------------------|---|--|-------------------------------------|
| 2 | Toru Horinouchi (June 22, 1941)  | July 1968 Appointed as Director of NIPPON ALEPH CORPORATION March 1983 Appointed as Director of the Ando Foundation (Current) February 1987 Appointed as Representative Director and Managing Director of NIPPON ALEPH CORPORATION June 1990 Appointed as Corporate Auditor of Nissin Foods Holdings Co., Ltd. (Current) November 1990 Appointed as Representative Director and Senior Managing Director of NIPPON ALEPH CORPORATION March 2002 Appointed as Corporate Auditor of NIPPON ALEPH CORPORATION (Status of Key Posts Held Concurrently) Director of the Ando Foundation | 18,059 shares |

Share Information (Jun 3, 2011)

TSE1, OSE1: 2897

ISIN : JP3675600005

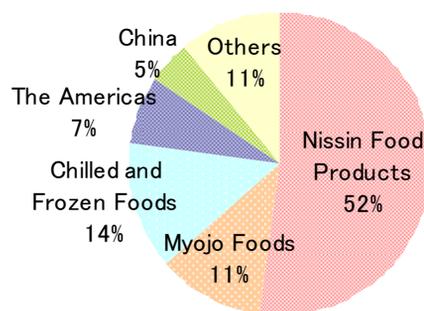
| | |
|-----------------------|------------------------|
| Closing Share Price | 2,891 |
| Traded Volume | 234,200 |
| Total Shares Issued | 117.46 million shares |
| Market Capitalization | 339,587.51 million yen |



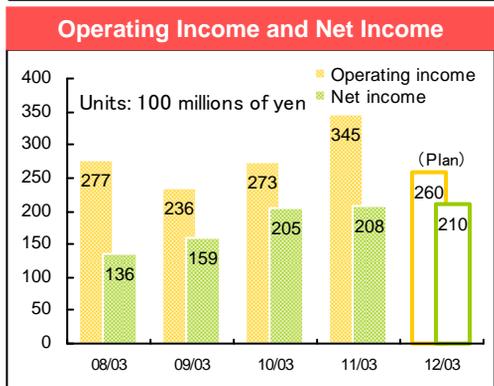
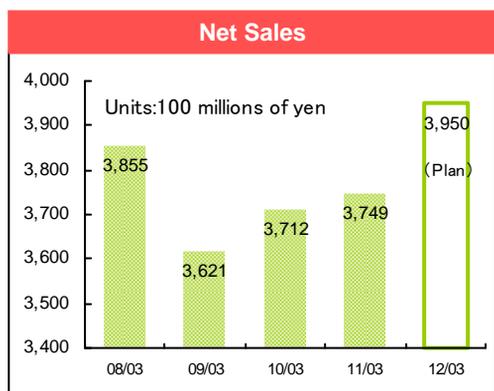
Company Profile

Nissin Foods Holdings Co., Ltd. (TSE 1st Section, OSE1st Section: 2897) is an industry pioneer that developed Chicken Ramen, the world's first instant ramen noodles and is a leading company in the manufacture and sale of instant noodles and cup noodles. The company has a dominant share in the domestic market for instant noodles. The company aims to become the number one brand in various areas with its technological innovation and marketing capabilities, and is actively expanding its business overseas. The company switched to a holding company organization in October 2008 to provide cross-sectional logistics support for 7 domestic operating companies including Nissin Food Products Co., Ltd. and Myojo Foods Co., Ltd. and 4 regions overseas such as The Americas and China.

Net Sales: 375 billion yen (Mar. 2011)



Key Financial Data



| Accounting period | Mar-2009 | Mar-2010 | Mar-2011 |
|--|----------|----------|----------|
| Per Share (Unit: yen) | | | |
| Net Income | 129.98 | 177.02 | 187.56 |
| Dividends | 50 | 60 | 70 |
| Net Assets | 2287.21 | 2406.26 | 2454.67 |
| Financial Position as of year end (Unit: millions of yen) | | | |
| Tangible Fixed Assets | 101,131 | 109,278 | 125,882 |
| Total Assets | 408,729 | 408,410 | 409,748 |
| Long-term Liabilities | 34,426 | 48,371 | 44,498 |
| Net Assets | 285,569 | 271,951 | 277,595 |
| R&D Expenditure | 3,477 | 3,806 | 4,081 |
| Capital Spending | 17,572 | 18,447 | 30,810 |
| Other data | | | |
| Operating Income / Net Sales (%) | 6.5 | 7.4 | 9.2 |
| Total Assets / Net Income (%) | 4.0 | 5.0 | 5.1 |

Nissin Foods Holdings Co., Ltd.

(<http://www.nissinfoods-holdings.co.jp/>)

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