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CHINA FOODS LIMITED
中國食品有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 506)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of China Foods Limited (the “**Company**”) will be held at the Chairman’s Suite, World Trade Centre Club Hong Kong, 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 4 July 2017 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“THAT

- (1) the Agreement (as defined in the circular of the Company dated 16 June 2017) (the “**Circular**”) entered into between COFCO Food Sales & Distribution Co., Ltd. 中糧食品營銷有限公司; and COFCO Fortune Holdings Limited dated 25 May 2017 (a copy of which has been produced to the SGM and marked “A” and signed by a Director for the purpose of identification) (details of which are set out in the Circular) and the transactions contemplated thereunder including, without limitation, the Transaction (as defined in the Circular, including the information and non-competition undertakings) be and are hereby approved, confirmed and ratified; and
- (2) any one or more directors of the Company be and are hereby authorized to do all such things and execute all such documents as they in their absolute discretion deem fit or appropriate to give effect to the Agreement and the implementation of all the transactions contemplated thereunder including, without limitation, the Transaction.

Yours faithfully,
By Order of the Board
Jiang Guojin
Managing Director

Beijing, 16 June 2017

Notes:

1. Shareholders are reminded to read carefully details of the Agreement as set out in the Circular to which this notice forms part.
2. For determining the entitlement to attend and vote at the SGM to be held on Tuesday, 4 July 2017, the register of members of the Company will be closed from Thursday, 29 June 2017 to Tuesday, 4 July 2017 (both days inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of Shares of the Company should ensure that all transfer forms accompanied by the relevant Share certificates must be lodged for registration with Tricor Progressive Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any case no later than 4:30 p.m. on Wednesday, 28 June 2017.
3. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote for him. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged at Tricor Progressive Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof).
5. Where there are joint holders of any Share of the Company, any one of such holders may vote at the SGM, either in person or by proxy, in respect of such Share as if he were solely entitled to vote, but if more than one of such joint holders are present at the SGM in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such Share shall alone be entitled to vote.
6. Completion and return of the form of proxy will not preclude a member from attending and voting at the SGM (or any adjournment thereof) in person should he so wishes. In such event, the form of proxy shall be deemed to be revoked.
7. Pursuant to the bye-law 75 of the Company's Bye Laws, the voting at the SGM will be taken by poll.
8. In this notice, reference to one gender includes all genders and reference to the singular includes the plural and vice versa.

As at the date of this notice, the Board comprises: Mr. Ma Jianping as the chairman of the Board and a non-executive director; Mr. Jiang Guojin, Ms. Luan Xiuju and Mr. Zhou Chenguang as executive directors; Mr. Qin Yelong and Ms. Xiao Jianping as non-executive directors; and Messrs. Stephen Edward Clark, Li Hung Kwan, Alfred and Yuen Tin Fan, Francis as independent non-executive directors.