



CHINA FOODS LIMITED 中國食品有限公司

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

FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10
each in the capital of China Foods Limited, HEREBY APPOINT ^(Note 3) the chairman of the special general meeting (the “SGM”) or any
adjournment thereof, or _____ of _____
_____ as my/our proxy to attend and vote on my/our
behalf at the SGM to be held at 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. and at any adjournment thereof for the purposes of considering and, if
thought fit, passing with or without modifications, the resolution set out in the notice of SGM dated 16 June 2017 (the “Notice”) as
hereunder indicated:

	ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>“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.”</p>		

Signature(s) ^(Note 7): _____ Dated: _____ day of _____ 2017

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the chairman of the SGM is preferred, please strike out the words “the chairman of the special general meeting (the “SGM”) or any adjournment thereof, or” herein stated and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. If no name is inserted, the chairman of the SGM will act as your proxy.
- IMPORTANT: PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE BOX BESIDE THE RESOLUTION HOW YOU WISH THE PROXY TO VOTE ON YOUR BEHALF.** Failure to complete the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM (or any adjournment thereof) other than those referred to in the Notice.
- The resolution set out in the Notice will be voted by way of poll.
- 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.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- 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).
- 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.
- 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.
- Any alteration made to this form of proxy must be initialled by the person who signs it.