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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 Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 13 December 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

**AS ORDINARY RESOLUTION**

“**THAT** (1) the 2023 COFCO Mutual Provision Agreement (as defined in the circular of the Company dated 27 November 2023) (the “Circular”) entered into between the Company and COFCO Corporation (中糧集團有限公司) (“COFCO”) dated 7 November 2023 (a copy of which has been produced to the SGM and marked “A” and initialled by a Director for the purpose of identification) (details of which are set out in the Circular) relating to (a) the purchase of certain raw materials, packaging materials, and certain services by the Group from the COFCO Group; and (b) the provision of certain consumer products and the provision of certain services by the Group to the COFCO Group, and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and (2) the following annual caps for the purchase of raw materials, packaging materials, services and others by the Group from the COFCO Group as contemplated under the 2023 COFCO Mutual Provision Agreement be and are hereby approved and confirmed:

<b>Annual caps for the years ending 31 December</b>		
<b>2024</b>	<b>2025</b>	<b>2026</b>
	<i>(RMB million)</i>	
2,891	3,348	3,852

and **THAT** 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 2023 COFCO Mutual Provision Agreement and the implementation of all the transactions contemplated thereunder.”

By Order of the Board  
**China Foods Limited**  
**Qing Lijun**  
*Chairman*

Beijing, 27 November 2023

*Notes:*

1. Shareholders are reminded to read carefully details of the 2023 COFCO Mutual Provision Agreement and its relevant annual caps 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 Wednesday, 13 December 2023, the register of members of the Company will be closed from Friday, 8 December 2023 to Wednesday, 13 December 2023 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, and in any case no later than 4:30 p.m. on Thursday, 7 December 2023.
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 instead of 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 register and transfer office of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 wish. In such event, the form of proxy shall be deemed to be revoked.

7. Pursuant to the bye-law 75 of the bye-laws of the Company, the voting at the SGM will be taken by poll.
8. If a black rainstorm warning signal, or a tropical cyclone warning signal no.8 or above or “extreme conditions” caused by super typhoons is in force at or at any time after 8:00 a.m. on the date of the SGM, the SGM will be automatically postponed. The Company will publish an announcement on the Company’s website at [www.chinafoodsltd.com](http://www.chinafoodsltd.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the date, time and place of the rescheduled meeting.

The SGM will be held as scheduled when an amber or a red rainstorm warning is in force. Shareholders should decide on their own whether they would attend the SGM under bad weather condition bearing in mind their own situations.

9. 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 announcement, the Board comprises: Mr. Qing Lijun as the chairman of the Board and an executive director; Mr. Shen Xinwen as an executive director; Mr. Chen Zhigang and Mr. Chen Gang as non-executive directors; and Mr. Li Hung Kwan, Alfred and Mok Wai Bun, Ben and Ms. Leung Ka Lai, Ada, SBS as independent non-executive directors.*