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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 Mandarin’s Suite, World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 17 December 2020 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

**AS ORDINARY RESOLUTIONS**

- (1) “**THAT** (1) the 2020 COFCO Mutual Provision Agreement (as defined in the circular of the Company dated 1 December 2020) (the “**Circular**”) entered into between the Company and COFCO Corporation (中糧集團有限公司) (“**COFCO**”) dated 11 November 2020 (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 2020 COFCO Mutual Provision Agreement be and are hereby approved and confirmed:

**Annual caps for the years ending 31 December**

**2021**

**2022**

**2023**

*(RMB million)*

3,374

4,048.8

4,858.56

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 2020 COFCO Mutual Provision Agreement and the implementation of all the transactions contemplated thereunder.”

- (2) To elect Mr. Chen Zhigang as a non-executive Director.

By Order of the Board  
**China Foods Limited**  
**Chen Lang**  
*Chairman*

Beijing, 1 December 2020

*Notes:*

1. Shareholders are reminded to read carefully details of the 2020 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 Thursday, 17 December 2020, the register of members of the Company will be closed from Monday, 14 December 2020 to Thursday, 17 December 2020 (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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any case no later than 4:30 p.m. on Friday, 11 December 2020.
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 Level 54, 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 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 2:00 p.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.
10. In view of the ongoing epidemic caused by novel coronavirus pneumonia (COVID-19) and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the SGM against the epidemic to protect attending Shareholders, staff and other stakeholders from the risk of infection:
- (i) compulsory body temperature checks will be conducted on every Shareholder and proxy and other attendee at the entrance of the SGM venue. Any person with a body temperature of over 37.5 degrees Celsius will be denied entry into the SGM venue or be required to leave the SGM venue;
  - (ii) every attendee is required to wear surgical facial mask before he/she is permitted to attend, and throughout his/her attendance of the SGM at all times; and
  - (iii) no refreshment will be served, and no souvenirs will be distributed.

Any person who does not comply with the precautionary measures may be denied entry into the SGM venue.

*As at the date of this announcement, the Board comprises: Mr. Chen Lang as the chairman of the Board and a non-executive director; Mr. Qing Lijun and Mr. Shen Peng as executive directors; Mr. Chen Zhigang and Ms. Xiao Jianping as non-executive directors; and Messrs. Stephen Edward Clark, Li Hung Kwan, Alfred and Mok Wai Bun, Ben as independent non-executive directors.*