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**CHINA FOODS LIMITED**  
**中國食品有限公司**  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 506)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board announces the following change of independent non-executive director of the Company and change in composition of the Audit Committee and the Remuneration Committee, all with effect from the conclusion of the 2022 annual general meeting of the Company to be held on 7 June 2022:

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

- (1) Mr. Stephen Edward CLARK will resign as an independent non-executive director of the Company, a member and the chairman of the Audit Committee and a member of the Remuneration Committee; and
- (2) Ms. LEUNG Ka Lai, Ada will be appointed as an independent non-executive director of the Company and a member of each of the Audit Committee and the Remuneration Committee.

**CHANGE IN COMPOSITION OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE**

- (1) Mr. Stephen Edward CLARK will cease to be a member and the chairman of the Audit Committee and a member of the Remuneration Committee;
- (2) Ms. LEUNG Ka Lai, Ada will be appointed as a member of each of the Audit Committee and the Remuneration Committee; and
- (3) Mr. LI Hung Kwan, Alfred will be appointed as the chairman of the Audit Committee.

## **Resignation of an Independent Non-executive Director, a Member and the Chairman of the Audit Committee, and a Member of the Remuneration Committee of the Company**

The board of directors (the “**Board**”) of China Foods Limited (the “**Company**”) announces that Mr. Stephen Edward CLARK (“**Mr. CLARK**”) will resign as an independent non-executive director, a member and the chairman of the audit committee of the Board (the “**Audit Committee**”) and a member of the remuneration committee of the Board (the “**Remuneration Committee**”) of the Company with effect from the conclusion of the 2022 annual general meeting of the Company (the “**2022 AGM**”) to be held on 7 June 2022 due to his desire to devote more time to his personal affairs.

Mr. CLARK has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Mr. CLARK for his valuable contributions to the Company and the Board during his tenure of services.

## **Appointment of an Independent Non-executive Director, a Member of each of the Audit Committee and the Remuneration Committee of the Company**

The Board is pleased to announce that Ms. LEUNG Ka Lai, Ada (“**Ms. LEUNG**”) will be appointed as an independent non-executive director and a member of each of the Audit Committee and the Remuneration Committee of the Company with effect from the conclusion of the 2022 AGM. The biographical details of Ms. LEUNG are set out below:

### **LEUNG Ka Lai, Ada, SBS**

Ms. LEUNG, age 61, is currently a member of Standing Commission on Civil Service Salaries and Conditions of Service of the HKSAR Government. She joined the HKSAR Government in September 1983 and has served in the civil service for 35 years until her retirement in 2019. Ms. LEUNG joined the Intellectual Property Department (IPD) of the HKSAR Government as Senior Solicitor in 1995 and was the Director of Intellectual Property and Registrar of Trade Marks, Patents and Designs since May 2014 until her retirement in March 2019. Prior to joining IPD, Ms. LEUNG was a Senior Crown Counsel with the then Attorney General’s Chambers (now Department of Justice). She had worked with both the Litigation Unit and the Advisory Unit in the Civil Division. Ms. LEUNG was also a part-time Lecturer, Faculty of Law, of University of Hong Kong during the period from October 2020 to August 2021.

Ms. LEUNG was appointed as an Official Justice of Peace by the HKSAR Government since 2012 and until February 2020. She was awarded the Silver Bauhinia Star (SBS) by the HKSAR Government in 2018.

Ms. LEUNG has over 20 years professional experience in IP law practice as well as financial and staff management, management of outsourcing contracts as well as planning and implementing promotion and public education programmes in the public sector. She also has extensive experience in formulation of policy, law and practice in different areas of intellectual property as well as building and maintaining network with local and international stakeholders, including the legal profession, intellectual property practitioners, trade and business organisations, overseas and Mainland counterparts and inter-governmental organisations. She has also represented Hong Kong, China in different international conferences and meetings in formulating IP policies at the international level. She also has experience in civil advisory, civil litigation and criminal prosecution with the then Attorney General's Chambers (now Department of Justice).

Ms. LEUNG holds a Bachelor Degree in Science from the University of Hong Kong. She then obtained a Government Legal Training Scholarship and studied law in the University of Buckingham in England. She was called to the Bar in England and in Hong Kong.

Save as disclosed above and as at the date of this announcement, Ms. LEUNG does not have any other relationship with any directors, senior management, or substantial shareholders (as defined in the Rule Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) or controlling shareholders (as defined in the Listing Rules) of the Company, and have not held any directorship in other listed companies in the last three years.

As at the date of this announcement, Ms. LEUNG does not have interest in shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. LEUNG will enter into an appointment letter with the Company for a term of three years commencing from the conclusion of the 2022 AGM and expiring on 6 June 2025 and subject to termination by giving three months' prior written notice. Ms. LEUNG shall hold office until the first general meeting of the Company after her appointment and shall then be eligible for election at that meeting in accordance with the bye-laws of the Company (the "**Bye-laws**"). Ms. LEUNG is also subject to the provisions on retirement by rotation and re-election of directors in accordance with the Bye-laws. Ms. LEUNG is entitled a remuneration of HK\$350,000 per annum for serving as an independent non-executive director of the Company, such remuneration was determined by the Board based on the recommendation by the Remuneration Committee and with reference to the remunerations paid currently by the Company to its independent non-executive directors. In addition, Ms. LEUNG is entitled to an additional fee of HK\$5,000 for each extra meeting or written resolution which requires Ms. LEUNG's attendance, undertaking or participation, in relation to the notifiable transactions (as defined in Chapter 14 of the Listing Rules), connected transactions (as defined in Chapter 14A of the Listing Rules), any material matters or events discloseable under Chapter 13 of the Listing Rules or transactions falling under the Takeovers Codes.

Save as disclosed above, there is no other matter relating to the aforesaid appointment of Ms. LEUNG that need to be brought to the attention of the shareholders of the Company, nor any other information which is required to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

The Board would like to express its warm welcome to Ms. LEUNG for joining the Board.

### **Change in Composition of the Audit Committee and the Remuneration Committee**

The Board further announces that, with effect from the conclusion of the 2022 AGM,

- (1) Mr. CLARK will cease to be a member and the chairman of the Audit Committee and a member of the Remuneration Committee;
- (2) Ms. LEUNG will be appointed as a member of each of the Audit Committee and the Remuneration Committee; and
- (3) Mr. LI Hung Kwan, Alfred, currently an independent non-executive director and a member of each of the Audit Committee and the nomination committee of the Board, will be appointed as the chairman of the Audit Committee.

Following the above changes:

- (i) the Audit Committee will comprise three (3) members, namely Mr. LI Hung Kwan, Alfred (as the chairman of the Audit Committee), Mr. MOK Wai Bun, Ben and Ms. LEUNG; and
- (ii) the Remuneration Committee will comprise three (3) members, namely Mr. MOK Wai Bun, Ben (as the chairman of the Remuneration Committee), Mr. CHEN Lang and Ms. LEUNG.

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

Beijing, 26 May 2022

*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 Mr. Chen Gang as non-executive directors; and Messrs. Stephen Edward Clark, Li Hung Kwan, Alfred and Mok Wai Bun, Ben as independent non-executive directors.*