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

**APPOINTMENT OF EXECUTIVE DIRECTOR,
RESIGNATION OF NON-EXECUTIVE DIRECTOR,
CHANGE OF THE CHAIRMAN OF THE BOARD AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that, with effect from 29 September 2022:

- (1) Mr. SHEN Xinwen has been appointed as an executive director, a member and the chairman of the ESG Committee and a member of the Executive Committee of the Company;
- (2) Mr. CHEN Lang has tendered his resignation as a non-executive director and the chairman of the Board, a member and the chairman of the Nomination Committee and a member of the Remuneration Committee of the Company; and
- (3) Mr. QING Lijun, an executive director and the managing director of the Company, has been appointed as the chairman of the Board, a member and the chairman of the Nomination Committee and a member of the Remuneration Committee of the Company.

Appointment of Executive Director

The board of directors (the “**Board**”) of China Foods Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. SHEN Xinwen (“**Mr. SHEN**”) has been appointed as an executive director of the Company with effect from 29 September 2022.

The biographical details of Mr. SHEN are set out below:

SHEN Xinwen, 50, is currently a deputy general manager and the deputy chief financial officer of COFCO Coca-Cola Beverages Limited (“**COFCO Coca-Cola**”), a 65%-owned subsidiary of the Company. Before joining COFCO Coca-Cola, Mr. Shen served as the executive deputy general manager of COFCO Technology & Industry Co., Ltd. (formerly known as COFCO Engineering & Technology Co., Ltd.), a company listed in Shenzhen, from August 2020 to September 2022. From 1995 to August 2020, he has served various positions in certain subsidiaries of COFCO Corporation (“**COFCO**”), including the head of COFCO International (Beijing) Co., Ltd., the senior financial manager of CTA Makro Commercial Co., Ltd., the general manager of finance department of COFCO Commercial Property Investment Co., Ltd., the deputy general manager of finance department of COFCO Land Limited, the deputy general manager of COFCO Land Limited, Beijing Branch, the general manager of Xidan Joy City Co., Ltd, the general manager of Grandjoy Holdings Group Co., Ltd., (Northwestern Region), and the general manager of Xi’an Qinhantang International Plaza Management Limited. Currently, Mr. Shen is also a director of COFCO Technology & Industry Co., Ltd., a company listed in Shenzhen.

Mr. SHEN holds a Bachelor’s degree in economics and a Master’s degree in EMBA from the University of International Business and Economics. Mr. Shen is an intermediate accountant, and has over 20 years of experience in finance and accounting. He also has extensive experience in corporate administration.

As at the date of this announcement, COFCO, through its indirectly wholly-owned subsidiary, China Foods (Holdings) Limited, is indirectly interested in approximately 74.10% of the total issued share capital of the Company. As such, COFCO is a substantial shareholder of the Company.

Save as disclosed above, Mr. SHEN does not have any other relationship with any directors, senior management, or substantial shareholders or controlling shareholders 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, Mr. SHEN 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 (the “**Securities and Futures Ordinance**”) (Chapter 571 of the Laws of Hong Kong)

Mr. SHEN will enter into an appointment letter with the Company. Pursuant to the appointment letter, the term of his appointment is for three years commencing from 29 September 2022 and subject to termination by giving three months’ prior written notice. Mr. SHEN shall hold office until the first general meeting of the Company after his appointment and shall then be eligible for election at that meeting in accordance with the bye-laws of the Company (the “**Bye-laws**”). Mr. SHEN is also subject to the provisions on retirement by rotation and re-election of directors in accordance with the Bye-laws. Mr. SHEN is not entitled to any director’s fee for serving as an executive director of the Company. Currently, Mr. SHEN is entitled to a basis salary at a rate of RMB600,000 per annum and a discretionary bonus as a deputy general manager and the deputy

chief financial officer of COFCO Coca-Cola. In addition, Mr. SHEN is also entitled to benefits in kind and retirement contributions from the Group. Any remuneration adjustment and year-end bonus will be approved by the Board based on the recommendation of the remuneration committee of the Board (“**Remuneration Committee**”) with reference to the Company’s remuneration policy applicable to his position in the Group.

Save as disclosed above, there is no other matter relating to the aforesaid appointment of Mr. SHEN 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board would like to express its warm welcome to Mr. SHEN for joining the Board.

Resignation of a Non-executive Director and the chairman of the Board, a member and the chairman of the Nomination Committee and a member of the Remuneration Committee

The Board further announces that Mr. CHEN Lang (“**Mr. CHEN**”) has tendered his resignation as a non-executive director and the chairman of the Board, a member and the chairman of the nomination committee of the Board (“**Nomination Committee**”) and a member of the Remuneration Committee of the Company with effect from 29 September 2022 due to change of job arrangement.

Mr. CHEN 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 express its sincere gratitude to Mr. CHEN for his valuable contributions to the Company and the Board during his tenure of office.

Change of the Chairman of the Board

The Board further announces that Mr. QING Lijun (“**Mr. QING**”), an executive director and the managing director of the Company has been appointed as the chairman of the Board of the Company in succession to Mr. CHEN, with effect from 29 September 2022.

The biographical details of Mr. QING are as follows:

QING Lijun, 53, has been as an executive director and the managing director of the Company and a member and the chairman of the executive committee of the Board (the “**Executive Committee**”) since January 2020. Mr. QING is currently a director and the chief executive officer of COFCO Coca-Cola and a director of certain subsidiaries of the Company. Mr. QING joined COFCO and/or its subsidiaries in July 1993 and has held various positions including the director of strategy department of COFCO during the period from July 2016 to March 2019. Mr. QING was the deputy general manager of COFCO Coca-Cola during the period from December 2007 to June 2016. Mr. QING has concurrently served as the strategy planning director of COFCO Coca-Cola during the period April 2004 to March 2014. During the period from April

2004 to June 2016, Mr. QING has also concurrently served various positions including the director of the public relations department and the director of the finance department of COFCO Coca-Cola, the general manager of COFCO Coca-Cola Beverages (Shandong) Limited and the general manager of COFCO Coca-Cola Beverages (Beijing) Limited. Mr. QING has served as the deputy general manager of Jilin COFCO Coca-Cola Beverages Limited during the period from June 2002 to March 2004 and a sales operation manager of COFCO Coca-Cola during April 2000 to May 2002.

Mr. QING graduated from Renmin University of China and Guanghua School of Business Management of Peking University with a Bachelor's degree in Economics and a Master's degree in Business Administration, respectively. Mr. QING has extensive experience in beverage production, marketing, strategy planning, finance, public relations and general management.

As at the date of this announcement, COFCO, through its indirectly wholly-owned subsidiary, China Foods (Holdings) Limited, is indirectly interested in approximately 74.10% of the total issued share capital of the Company. As such, COFCO is a substantial shareholder of the Company.

Save as disclosed above, Mr. QING does not have any other relationship with any directors, senior management, or substantial shareholders or controlling shareholders 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, pursuant to the relevant letter of appointment, Mr. QING was appointed for a term of three years commencing from 1 January 2020 and subject to termination by giving three months' prior written notice. Mr. QING is also subject to retirement by rotation and re-election provisions in accordance with the Bye-laws. Mr. QING is not entitled to any director's fee for serving as an executive director of the Company. Currently, Mr. QING is entitled to a basis salary at a rate of RMB800,000 per annum and a discretionary bonus as the chief executive officer of COFCO Coca-Cola. In addition, Mr. QING is also entitled to benefits in kind and retirement contributions from the Group. Any remuneration adjustment and year-end bonus will be approved by the Board based on the recommendation of the Remuneration Committee with reference to the Company's remuneration policy of the Company applicable to his position in the Group.

As at the date of this announcement, Mr. QING 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.

Save as disclosed above, there is no other matter relating to the aforesaid appointment of Mr. QING 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 extend a warm welcome to Mr. QING on his new appointment.

Change in Composition of the Board Committees

The Board is pleased to announce that Mr. QING has been appointed as a member and the chairman of the Nomination Committee and a member of the Remuneration Committee in succession to Mr. CHEN with effect from 29 September 2022. In addition, Mr. SHEN has been appointed as a member and the chairman of the environmental, social and governance committee (“**ESG Committee**”) of the Board and a member of the Executive Committee with effect from 29 September 2022.

Deviation from the Corporate Governance Code

Upon the appointment of Mr. QING as the chairman of the Board (“**Chairman**”) of the Company, he will serve as both the managing director (“**CEO**”) and the Chairman of the Company, such practice deviates from code provision C.2.1 of the Corporate Governance Code as set forth in Appendix 14 to Listing Rules (the “**CG Code**”). The Board believes that vesting the roles of both the Chairman and the CEO in the same person can facilitate the execution of the Group’s business strategies and boost effectiveness of its operation. Therefore, the Board considers that the deviation from the code provision C.2.1 of the CG Code is appropriate in such circumstance. In addition, under the supervision of the Board which, apart from Mr. QING being the executive director, comprises an executive director, two non-executive directors and three independent non-executive directors, the Board is appropriately structured with balance of power to provide sufficient checks to protect the interests of the Company and the shareholders of the Company.

By Order of the Board
China Foods Limited
Qing Lijun
Chairman

Beijing, 29 September 2022

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, Mr. Mok Wai Bun, Ben and Ms. Leung Ka Lai, Ada, SBS as independent non-executive directors.