



**中糧**  
**COFCO**  
自然之源 重塑你我

**中糧家佳康食品有限公司**  
**COFCO Joycome Foods Limited**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 01610)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON FRIDAY, 10 MARCH 2023**

Number of shares to which this form of proxy relates <sup>(Note 2)</sup>	
--	--

I/We<sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of US\$0.00001 each in the share capital of COFCO Joycome Foods Limited (the “Company”) hereby appoint the Chairman of the meeting<sup>(Note 3)</sup> or \_\_\_\_\_ (telephone No.: \_\_\_\_\_) of \_\_\_\_\_ as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “EGM”) of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 10 March 2023 at 10:30 a.m. (or any adjournment thereof). Please tick “√” in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll<sup>(Note 4)</sup>.

ORDINARY RESOLUTION		FOR	AGAINST
1.	<p><b>THAT</b></p> <p>(a) the share subscription agreement (the “Share Subscription Agreement”) dated 11 January 2023 and entered into between the Company and COFCO (Hong Kong) Limited the (“Subscriber”) in relation to the Share Subscription and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) all the transactions contemplated under the Share Subscription Agreement, including but not limited to the specific mandate to allot and issue the Subscription Shares by the Company to the Subscriber pursuant to the Share Subscription Agreement (the “Specific Mandate”), be and are hereby approved and the Board be and is hereby authorised to allot and issue the Subscription Shares to the Subscriber pursuant to the Share Subscription Agreement; and</p> <p>(c) the Board be and is hereby authorised to do all such acts and things and sign all such documents and to take such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Share Subscription Agreement and the transactions contemplated thereunder, including to the Specific Mandate, and the allotment and issue of the Subscription Shares and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interests of the Company.</p>		
<b>SPECIAL RESOLUTION</b>			
2.	<p><b>THAT</b> subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the waiver (the “Whitewash Waiver”) of the obligation on the part of the Subscriber and parties acting in concert with it to make a mandatory general offer for all the issued shares and other securities of the Company (other than those already owned or agreed to be acquired by Subscriber and parties acting in concert with it) which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Share Subscription Agreement pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code be and is hereby approved, and that any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents under seal where applicable as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.</p>		

Date: \_\_\_\_\_, 2023

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Please insert the full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy or, if holding two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK “√” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK “√” IN THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM (i.e. before 10:30 a.m. on Wednesday, 8 March 2023) or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish. In such event, the form of proxy shall be deemed to be revoked.
- Please refer to the circular of the Company dated 17 February 2023 for a full text and the details of the resolutions to be proposed at the EGM.

**Personal Information Collection Statement**

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Privacy Compliance Officer of Tricor Investor Services Limited (the address stated in note 7 above).