



中糧
COFCO
自然之源 重塑你我

CHINA FOODS LIMITED
中國食品有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 506)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____
shares of HK\$0.10 each in the capital of China Foods Limited, HEREBY APPOINT ^(Note 3) the chairman of the special general meeting (the "SGM")
or any adjournment thereof, or _____
of _____
as my/our proxy to attend and vote on my/our behalf at the SGM to 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. and at any adjournment thereof for the purposes of considering and, if thought fit, passing with or without modifications, the resolution set out in the notice of SGM as hereunder indicated:

	ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)												
1.	<p>“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:</p> <table border="1"> <thead> <tr> <th colspan="3">Annual caps for the years ending 31 December</th> </tr> <tr> <th>2024</th> <th>2025</th> <th>2026</th> </tr> <tr> <td colspan="3" style="text-align: center;">(RMB million)</td> </tr> <tr> <td>2,891</td> <td>3,348</td> <td>3,852</td> </tr> </thead></table> <p>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.”</p>	Annual caps for the years ending 31 December			2024	2025	2026	(RMB million)			2,891	3,348	3,852		
Annual caps for the years ending 31 December															
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2,891	3,348	3,852													

Signature(s) ^(Note 7) _____ Dated _____ day of _____ 2023

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the chairman of the SGM is preferred, please strike out the words “THE CHAIRMAN OF THE SPECIAL GENERAL MEETING (the “SGM”) OR ANY ADJOURNMENT THEREOF, OR” herein stated and insert the name and address of the proxy desired in the space provided in BLOCK CAPITALS. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY.
- IMPORTANT: PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE BOX BESIDE THE RESOLUTION HOW YOU WISH THE PROXY TO VOTE ON YOUR BEHALF.** Failure to complete the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM (or any adjournment thereof) other than those referred to in the notice of SGM.
- For determining the shareholders’ eligibility to attend and vote at the SGM of the Company 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 qualify for attending and voting at the SGM, all transfer documents, accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Thursday, 7 December 2023.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Progressive 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 SGM or any adjourned meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the SGM and any adjourned meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the SGM and any adjourned meeting. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of Personal Data to the Company is on a voluntary basis. “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 Personal Data may be disclosed or transferred to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the purposes of processing and handling your requests and/or instructions given on this form, and retained for such period as may be necessary for such purposes. Request for access to and/or correction of your Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Progressive Limited (Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong).