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CHINA FOODS LIMITED
中國食品有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 506)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 13 DECEMBER 2023**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of China Foods Limited (the “**Company**”), both dated 27 November 2023, in relation to, among other things, the 2023 COFCO Mutual Provision Agreement, the transactions contemplate thereunder and the Proposed Purchase Annual Caps. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Circular.

The board of directors of the Company (the “**Board**”) is pleased to announce that the proposed resolution as set out in the Notice was duly passed by the Independent Shareholders by way of poll at the SGM held on 13 December 2023. The number of Shares represented by votes for or against the resolution at the SGM was as follows:

ORDINARY RESOLUTION		NUMBERS OF VOTES (%)	
		FOR	AGAINST
1.	“ 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	422,960,485 99.99%	852 0.01%

<p>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> <p>Annual caps for the years ending 31 December</p> <table data-bbox="316 591 863 704"> <thead> <tr> <th data-bbox="316 591 384 623">2024</th> <th data-bbox="491 591 679 661">2025 <i>(RMB million)</i></th> <th data-bbox="791 591 863 623">2026</th> </tr> </thead> <tbody> <tr> <td data-bbox="316 668 384 700">2,891</td> <td data-bbox="549 668 624 700">3,348</td> <td data-bbox="791 668 863 700">3,852</td> </tr> </tbody> </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>	2024	2025 <i>(RMB million)</i>	2026	2,891	3,348	3,852		
2024	2025 <i>(RMB million)</i>	2026						
2,891	3,348	3,852						

As more than 50% of the eligible vote was cast in favor of the resolution above, the above ordinary resolution was duly passed at the SGM.

As at the date of the SGM, the total number of Shares in issue was 2,797,223,396 Shares. As disclosed in the Circular, China Foods (Holdings), an indirectly wholly-owned subsidiary of COFCO and the substantial shareholder of the Company which holds as to approximately 74.1% of the total issued share capital of the Company (representing 2,072,688,331 Shares as at the date of the SGM) and its associates were required to abstain and had abstained from voting in respect of the resolution at the SGM. Accordingly, there were in aggregate 724,535,065 Shares entitling the holders to attend and vote for or against the resolution at the SGM. Save as disclosed above, to the best knowledge, information and belief of the Directors, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolution at the SGM as set out in Rule 13.40 of the Listing Rules.

No parties have stated their intention in the Circular to vote against or to abstain from voting on the resolution at the SGM.

Tricor Progressive Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer at the SGM for vote-taking.

Directors of the Company namely Mr. Li Hung Kwan, Alfred, Mr. Mok Wai Bun, Ben and Ms. Leung Ka Lai, Ada, SBS attended the SGM either in person and Mr. Qing Lijun, Mr. Shen Xinwen, Mr. Chen Zhigang and Mr. Chen Gang were occupied with other affairs and thus unable to attend the SGM.

By order of the Board
China Foods Limited
Qing Lijun
Chairman

Hong Kong, 13 December 2023

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.