



**CHINA FOODS LIMITED**  
**中國食品有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 506)**

18 November 2024

*To the Independent Shareholders of the Company*

Dear Sir and Madam,

**CONTINUING CONNECTED TRANSACTIONS**  
**RELATING TO THE 2024 FINANCIAL SERVICES AGREEMENT**

We have been appointed as the Independent Board Committee to give a recommendation to the Independent Shareholders of the Company in connection with the terms of the Deposit Services under the 2024 Financial Services Agreement and the Proposed Daily Deposit Cap, details of which are set out in the Letter from the Board contained in the circular to the Shareholders of the Company dated 18 November 2024 (the “Circular”), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

Having considered the terms of the 2024 Financial Services Agreement, and the advice and opinion of DL Securities in relation thereto as set out on pages 23 to 39 of the Circular, we are of the opinion that the 2024 Financial Services Agreement was entered into in the ordinary and usual course of business of the Group after arm’s length negotiation, and Deposit Services provided by COFCO Finance under the 2024 Financial Services Agreement and the Proposal Daily Deposit Cap are on normal commercial terms, and the Proposed Daily Deposit Cap is fair and reasonable and in the interests of the Company and its Shareholders as a whole. We therefore recommend that the Independent Shareholders of the Company vote in favour of the resolution(s) to be proposed at the SGM in respect of the 2024 Financial Services Agreement, the transactions contemplate thereunder and the Proposed Daily Deposit Cap.

Yours faithfully,

For and on behalf of the Independent Board Committee

**Li Hung Kwan, Alfred**  
*Independent*  
*Non-executive Director*

**Mok Wai Bun, Ben**  
*Independent*  
*Non-executive Director*

**Leung Ka Lai, Ada, SBS**  
*Independent*  
*Non-executive Director*