



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 Mandarin’s Suite, World Trade Centre Club Hong Kong, 38/F., World
Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 17 December 2020 at 3:30 p.m. and at any adjournment thereof for the
purposes of considering and, if thought fit, passing with or without modifications, the resolutions set out in the notice of SGM dated 1 December 2020
(the “Notice”) as hereunder indicated:

ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>												
1.	<p>“THAT (1) the 2020 COFCO Mutual Provision Agreement (as defined in the circular of the Company dated 1 December 2020) (the “Circular”) entered into between the Company and COFCO Corporation (中糧集團有限公司)(“COFCO”) dated 11 November 2020 (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 2020 COFCO Mutual Provision Agreement be and are hereby approved and confirmed:</p> <table><tr><th colspan="3">Annual caps for the years ending 31 December</th></tr><tr><th>2021</th><th>2022</th><th>2023</th></tr><tr><th colspan="3"><i>(RMB million)</i></th></tr><tr><td>3,374</td><td>4,048.8</td><td>4,858.56</td></tr></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 2020 COFCO Mutual Provision Agreement and the implementation of all the transactions contemplated thereunder.”</p>	Annual caps for the years ending 31 December			2021	2022	2023	<i>(RMB million)</i>			3,374	4,048.8	4,858.56		
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2021	2022	2023													
<i>(RMB million)</i>															
3,374	4,048.8	4,858.56													
2.	To elect Mr. Chen Zhigang as a non-executive Director.														

Signature(s) ^(Note 7) _____

Dated _____ day of _____ 2020

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.
- The resolution set out in the Notice will be voted by way of poll.
- Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote for him. A proxy need not be a member of the Company.
- 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 order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged at Tricor Progressive Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof).
- Where there are joint holders of any share of the Company, any one of such holders may vote at the SGM, either in person or by proxy, in respect of such Share as if he were solely entitled to vote, but if more than one of such joint holders are present at the SGM in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote.
- Completion and return of the form of proxy will not preclude a member from attending and voting at the SGM (or any adjournment thereof) in person should he so wishes. In such event, the form of 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: Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong).