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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 21 JANUARY 2011**

The Company announces that the ordinary resolution proposed at the special general meeting held on 21 January 2011 was not passed due to insufficient number of votes cast in favour of the ordinary resolution.

Reference is made to the circular of China Foods Limited (the “**Company**”) dated 30 December 2010 (the “**Circular**”). Unless the context requires otherwise, terms used herein shall bear the same meaning as those defined in the Circular.

The Company announces that the ordinary resolution as set out in the notice of the special general meeting (the “**SGM**”) dated 30 December 2010 (the “**Notice**”) was not passed by the independent shareholders at the SGM held on 21 January 2011 due to insufficient number of votes cast in favour of the ordinary resolution. Details of the voting results in respect of the ordinary resolution proposed at the SGM were as follows:-

Ordinary Resolution	Number of Votes (%)	
	For	Against
“ <b>THAT</b> (i) the depository services to be provided by COFCO Finance pursuant to the Financial Services Framework Agreement and the relevant caps set out in the Circular be and are hereby approved, confirmed and ratified; and (ii) any one or more of the directors of the Company be and is/are authorised to take all further actions and steps and/or execute all further documents which he or they may consider necessary or desirable for the purpose of giving effect to the Financial Services Framework Agreement and the transactions contemplated thereunder.	96,414,937 (35.49%)	175,216,741 (64.51%)

*Note: Please refer to the Notice for the full text of the ordinary resolution.*

As at the date of the SGM, the Company had 2,792,459,756 issued shares, being the total number of issued shares entitling the holders to attend and vote for or against the ordinary resolution proposed at the SGM. COFCO (HK) and its associates held in aggregate 2,072,688,331 shares as at the time of the SGM and abstained from voting on the ordinary resolution proposed at the SGM. Accordingly, there were in aggregate 719,771,425 shares entitling the holders to attend and vote for or against the ordinary resolution. Save as disclosed herein, there were no restrictions on any shareholders casting votes on the proposed ordinary resolution at the SGM.

The vote-taking at the SGM was scrutinized by the Company’s branch share registrar in Hong Kong, Tricor Progressive Limited.

By Order of the Board  
**China Foods Limited**  
**Qu Zhe**  
*Managing Director*

Hong Kong, 21 January 2011

*As at the date of this announcement, our executive directors are Mr. Ning Gaoning, Mr. Qu Zhe, Mr. Wang Zhiying, Mr. Mak Chi Wing, William, Mr. Zhang Zhentao and Ms. Luan Xiuju; our non-executive directors are Mr. Ma Jianping and Ms. Wu Wenting; and our independent non-executive directors are Messrs. Stephen Edward Clark, Li Hung Kwan, Alfred and Yuen Tin Fan, Francis.*