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## **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 29 DECEMBER 2011**

Reference is made to the circular (the “**Circular**”) and the notice of the special general meeting (the “**SGM**”) of China Foods Limited (the “**Company**”) (the “**Notice**”), both dated 12 December 2011 in relation to, among other things, the framework agreements for certain continuing connected transactions and their respective annual caps. Unless the context requires otherwise, terms used herein shall bear the same meanings as those defined in the Circular.

The Company is pleased to announce that at the SGM held on 29 December 2011, the proposed resolutions numbered 1 to 4 as set out in the Notice were duly passed by the independent shareholders by way of poll.

As at the date of the SGM, the Company had 2,792,891,756 issued shares, being the total number of shares entitling the holders to attend and vote for or against the resolutions numbered 1-2 and 4 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 resolution numbered 3 proposed at the SGM. Accordingly, there were in aggregate 720,203,425 shares entitling the holders to attend and vote for or against the resolution numbered 3 proposed at the SGM. None of the Shareholders were entitled to attend and vote only against the resolutions proposed at the SGM. Save as disclosed herein, there were no restrictions on any shareholders casting any votes on any of the proposed resolutions at the SGM.

Tricor Progressive Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the poll taken at the SGM. The number of shares represented by votes for or against the respective proposed resolutions at the SGM were as follows:-

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	<p>“<b>THAT</b> the 2011 Concentrate Purchase Agreement (as defined in the circular of the Company dated 12 December 2011) (the “<b>Circular</b>”) entered into between the Company and Coca-Cola Beverages (Shanghai) Company Limited (可口可樂飲料(上海)有限公司) (“<b>Coca-Cola (Shanghai)</b>”) dated 21 November 2011, a copy of which has been produced to the SGM and marked “A” and initialed by a Director for the purpose of identification, (details of which are set out in the Circular) relating to the supply of concentrates for certain beverages of The Coca-Cola Company by Coca-Cola (Shanghai) to certain members of the Group and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed, and <b>THAT</b> the annual caps under the 2011 Concentrate Purchase Agreement for the years ending 31 December 2012, 2013 and 2014 of RMB2,000 million, RMB2,500 million and RMB2,900 million, respectively, be and are hereby approved and confirmed.”</p>	2,450,230,716 (99.99%)	9,000 (0.01%)
As more than 50% of the eligible votes were cast in favour of the resolution, the resolution was passed.			
2.	<p>“<b>THAT</b> the 2011 Still Beverages Purchase Agreement (as defined in the Circular) entered into between the Company and Coca-Cola Bottlers Manufacturing (Dongguan) Co., Ltd. (可口可樂裝瓶商生產(東莞)有限公司) (“<b>Coca-Cola (Dongguan)</b>”) dated 21 November 2011, a copy of which has been produced to the SGM and marked “B” and initialed by a Director for the purpose of identification, (details of which are set out in the Circular) relating to the supply of certain still beverages by Coca-Cola (Dongguan) and its associates to certain members of the Group and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed, and <b>THAT</b> the annual caps under the 2011 Still Beverages Purchase Agreement for the years ending 31 December 2012, 2013 and 2014 of RMB3,500 million, RMB5,500 million and RMB8,500 million, respectively, be and are hereby approved and confirmed.”</p>	2,450,230,716 (99.99%)	9,000 (0.01%)
As more than 50% of the eligible votes were cast in favour of the resolution, the resolution was passed.			

Ordinary Resolutions		Number of Votes (%)																												
		For	Against																											
3.	<p>“<b>THAT</b> the 2011 COFCO Mutual Provision of Products and Services Agreement (as defined in the Circular) entered into between the Company and COFCO Corporation (中糧集團有限公司) (“<b>COFCO</b>”) dated 21 November 2011, a copy of which has been produced to the SGM and marked “C” and initialed by a Director for the purpose of identification, (details of which are set out in the Circular) relating to (a) the supply of certain raw materials, products and the provision of certain services by COFCO and its subsidiaries and associates (“<b>COFCO Group</b>”) to the Company and its subsidiaries (the “<b>Group</b>”), (b) the supply of certain raw materials, products and the provision of certain services by the Group to the COFCO Group, and (c) the promotion and sales and distribution expenses incurred by the COFCO Group under item (a) in this resolution which will be pre-paid by the Group and reimbursed by the COFCO Group and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed, and <b>THAT</b> the following annual caps for the following categories of transactions as contemplated under the 2011 COFCO Mutual Provision of Products and Services Agreement be and are hereby approved and confirmed:</p> <p>(a) annual caps for the supply of raw materials, products, services and others by the COFCO Group to the Group for the years ending 31 December</p> <table><tr><td><b>2012</b></td><td><b>2013</b></td><td><b>2014</b></td></tr><tr><td></td><td colspan="2"><i>(RMB millions)</i></td></tr><tr><td>34,000</td><td>44,700</td><td>57,700</td></tr></table> <p>(b) annual caps for the supply of raw materials, products, services and others by the Group to the COFCO Group for the years ending 31 December</p> <table><tr><td><b>2012</b></td><td><b>2013</b></td><td><b>2014</b></td></tr><tr><td></td><td colspan="2"><i>(RMB millions)</i></td></tr><tr><td>5,800</td><td>7,500</td><td>9,200</td></tr></table> <p>(c) annual caps for the promotion and sales and distribution expenses for the years ending 31 December</p> <table><tr><td><b>2012</b></td><td><b>2013</b></td><td><b>2014</b></td></tr><tr><td></td><td colspan="2"><i>(RMB millions)</i></td></tr><tr><td>80</td><td>80</td><td>80”</td></tr></table>	<b>2012</b>	<b>2013</b>	<b>2014</b>		<i>(RMB millions)</i>		34,000	44,700	57,700	<b>2012</b>	<b>2013</b>	<b>2014</b>		<i>(RMB millions)</i>		5,800	7,500	9,200	<b>2012</b>	<b>2013</b>	<b>2014</b>		<i>(RMB millions)</i>		80	80	80”	387,680,385 (99.99%)	9,000 (0.01%)
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Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	“ <b>THAT</b> the Directors 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 2011 Concentrate Purchase Agreement, the 2011 Still Beverages Purchase Agreement, the 2011 COFCO Mutual Provision of Products and Services Agreement and the implementation of all the transactions contemplated thereunder.”	2,450,230,716 (99.99%)	9,000 (0.01%)
	As more than 50% of the eligible votes were cast in favour of the resolution, the resolution was passed.		

By Order of the Board  
**China Foods Limited**  
**Luan Xiuju**  
*Managing Director*

Beijing, 29 December 2011

*As at the date of this announcement, our executive directors are Mr. Ning Gaoning, Mr. Chi Jingtao, Ms. Luan Xiuju, Mr. Mak Chi Wing, William and Mr. Zhang Zhentao; our non-executive directors are Ms. Liu Ding, 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.*