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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 30 DECEMBER 2014**

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 10 December 2014 in relation to, among other things, the framework agreement for a continuing connected transaction and its relevant annual caps and the election of a non-executive Director of the Company. 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 30 December 2014, the proposed resolutions numbered 1 to 2 as set out in the Notice were duly passed by the Independent Shareholders and Shareholders, respectively by way of poll.

As at the date of the SGM, the Company had 2,797,223,396 issued shares, being the total number of shares entitling the holders to attend and vote for or against the resolution numbered 2 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 1 proposed at the SGM. Accordingly, there were in aggregate 724,535,065 shares entitling the holders to attend and vote for or against the resolution numbered 1 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		Numbers of Votes (%)																			
		For	Against																		
1.	“THAT (1) the 2014 COFCO Mutual Provision of Products and Services Agreement (as defined in the circular of the Company dated 10 December 2014) (the “Circular”) entered into between the Company and COFCO Corporation（中糧集團有限公司）（“COFCO”） dated 8 December 2014 (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 supply of certain products, raw materials, packaging materials, and the provision of certain services by the COFCO Group to the Group, (b) the supply 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 following categories of transactions as contemplated under the 2014 COFCO Mutual Provision of Products and Services Agreement be and are hereby approved and confirmed: (a) annual caps for the supply of products, raw materials, packaging materials, services and others by the COFCO Group to the Group for the years ending 31 December: <table><tr><td>2015</td><td>2016</td><td>2017</td></tr><tr><td></td><td><i>(RMB millions)</i></td><td></td></tr><tr><td>19,902</td><td>24,497</td><td>28,620</td></tr></table> (b) annual caps for the supply of consumer products, services and others by the Group to the COFCO Group for the years ending 31 December: <table><tr><td>2015</td><td>2016</td><td>2017</td></tr><tr><td></td><td><i>(RMB millions)</i></td><td></td></tr><tr><td>465</td><td>714</td><td>1,071</td></tr></table> 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 2014 COFCO Mutual Provision of Products and Services Agreement and the implementation of all the transactions contemplated thereunder.”	2015	2016	2017		<i>(RMB millions)</i>		19,902	24,497	28,620	2015	2016	2017		<i>(RMB millions)</i>		465	714	1,071	199,153,267 (99.99%)	50 (0.01%)
2015	2016	2017																			
	<i>(RMB millions)</i>																				
19,902	24,497	28,620																			
2015	2016	2017																			
	<i>(RMB millions)</i>																				
465	714	1,071																			
As more than 50% of the eligible votes were cast in favour of the resolution, the resolution was passed.																					
2.	“ THAT Mr. Wang Zhiying be elected as a non-executive Director of the Company.”	2,270,580,502 (99.94%)	1,261,146 (0.06%)																		
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
Yu Xubo
Chairman

Hong Kong, 30 December 2014

As at the date of this announcement, the Board comprises: Mr. Yu Xubo as the chairman of the Board and a non-executive director; Mr. Jiang Guojin, Ms. Wu Wenting and Mr. Lu Xiaohui as executive directors; Mr. Ning Gaoning, Ms. Liu Ding, Mr. Ma Jianping and Mr. Wang Zhiying, as non-executive directors; and Messrs. Stephen Edward Clark, Paul Kenneth Etchells, Li Hung Kwan, Alfred and Yuen Tin Fan, Francis as independent non-executive directors.