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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 DECEMBER 2017**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of China Foods Limited (the “**Company**”), both dated 30 November 2017, in relation to, among other things, the 2017 COFCO Mutual Provision Agreement and the Proposed Purchase Annual Caps. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Circular.

The board of directors of the Company (the “**Board**”) is pleased to announce that the proposed resolution as set out in the Notice was duly passed by the Independent Shareholders, by way of poll at the SGM held on 21 December 2017. The number of Shares represented by votes for or against the resolution at the SGM was as follows:–

ORDINARY RESOLUTION		NUMBERS OF VOTES (%)	
		FOR	AGAINST
1.	“ <b>THAT</b> (1) the 2017 COFCO Mutual Provision 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 10 November 2017 (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 2017 COFCO Mutual Provision Agreement be and are hereby approved and confirmed:	86,556,804 (100.00%)	0 (0.00%)

<b>Annual caps for the years ending 31 December</b>				
<b>2018</b>	<b>2019</b>	<b>2020</b>		
	<i>(RMB million)</i>			
2,350	2,816	3,374		
and <b>THAT</b> 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 2017 COFCO Mutual Provision Agreement and the implementation of all the transactions contemplated thereunder.”				

As more than 50% of the eligible votes were cast in favor of the ordinary resolution above, the ordinary resolution was duly passed at the SGM.

As at the date of the SGM, the total number of Shares in issue was 2,797,223,396 Shares. As disclosed in the Circular, COFCO and its associates (including, among others, China Foods (Holdings) Limited) were interested in 2,072,688,331 Shares (representing approximately 74.1% of the total issued share capital of the Company as at the date of the SGM) and were required to abstain and had abstained from voting in respect of the resolution at the SGM. Save as disclosed above, no other Shareholder was required to abstain from voting on the resolution at the SGM. Accordingly, there were in aggregate 724,535,065 Shares entitling the holders to attend and vote for or against the resolution at the SGM. None of the Shareholders were entitled to attend and abstain from voting in favour at the SGM as set out in Rule 13.40 of the Listing Rules.

Tricor Progressive Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer at the SGM for vote-taking.

By order of the Board  
**China Foods Limited**  
**Ma Jianping**  
*Chairman*

Hong Kong, 21 December 2017

*As at the date of this announcement, the Board comprises: Mr. Ma Jianping as the chairman of the Board and a non-executive director; Mr. Jiang Guojin, Ms. Luan Xiuju and Mr. Zhou Chenguang as executive directors; Mr. Qin Yelong and Ms. Xiao Jianping as non-executive directors; and Messrs. Stephen Edward Clark, Li Hung Kwan, Alfred and Mok Wai Bun, Ben as independent non-executive directors.*