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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 23 NOVEMBER 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 6 November 2017, in relation to, among other things, the Disposal, the Special Dividend and the Proposed Election of Director. 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 resolutions numbered 1 to 2 and resolution number 3 as set out in the Notice were duly passed by the Independent Shareholders and Shareholders, respectively, by way of poll at the SGM held on 23 November 2017. The number of Shares represented by votes for or against each of the resolutions at the SGM was as follows:–

ORDINARY RESOLUTIONS		NUMBERS OF VOTES (%)	
		FOR	AGAINST
1.	Resolution in relation to the Disposal “THAT (a) the Agreement (as defined in the Circular) entered into between the Company and China Foods (Holdings) Limited dated 16 October 2017 (a copy of which has been produced to the SGM and marked “A” and signed by a Director for the purpose of identification, details of which are set out in the Circular) and the transactions contemplated thereunder including, without limitation, the Disposal (as defined in the Circular) be and are hereby approved, confirmed and ratified; and (b) any one or more directors of the Company be and are hereby authorised 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 Agreement and the implementation of all the transactions contemplated thereunder including, without limitation, the Disposal.”	306,515,368 (100.00%)	0 (0.00%)

2.	Resolution in relation to the Special Dividend “ THAT subject to the Special Dividend Conditions (as defined and set out in the Circular), a special dividend of HK\$0.93 per share (the “ Special Dividend ”) be declared and paid in the capital of the Company to the shareholders of the Company whose names appear on the register of members of the Company on the record date to be fixed by the board of directors of the Company for determining the entitlements to the Special Dividend and any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”	307,825,365 (100.00%)	0 (0.00%)
3.	Resolution in relation to the Proposed Election of Director “ THAT Mr. Mok Wai Bun, Ben be elected as an independent non-executive Director.”	2,377,081,695 (100.00%)	0 (0.00%)

As more than 50% of the eligible votes were cast in favor of each of the ordinary resolutions above, the above ordinary resolutions were 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 resolutions approving the Disposal and the Special Dividend (i.e. resolutions numbered 1 to 2, respectively) at the SGM. Save as disclosed above, no other Shareholder was required to abstain from voting on the relevant resolutions in respect of the Disposal and the Special Dividend at the SGM and no Shareholder is required to abstain from voting on the relevant resolution in respect of the Proposed Election of Director at the SGM. Accordingly, there were in aggregate 724,535,065 Shares entitling the holders to attend and vote for or against the relevant resolutions approving the Disposal and the Special Dividend (i.e. resolutions numbered 1 to 2, respectively) at the SGM and in aggregate 2,797,223,396 Shares entitling the holders to attend and vote for or against the relevant resolution approving the Proposed Election of Director (i.e. resolution numbered 3) 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, 23 November 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.