



**中糧**  
**COFCO**  
自然之源 重塑你我

# CHINA FOODS LIMITED 中國食品有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00506)

## FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We (Note 1), \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.10 each in the capital of China Foods Limited, HEREBY APPOINT (Note 3) the chairman of the annual general meeting (the "Meeting") or any adjournment thereof, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote on my/our behalf at the Meeting to be held at Mandarin Suite, World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 1 June 2012 at 3:30 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions set out in the notice convening the Meeting as hereunder indicated:

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To consider and adopt the audited financial statements and the reports of directors and auditors of the Company for the year ended 31 December 2011.		
2.	To declare a final dividend of HK4.25 cents per share for the year ended 31 December 2011.		
3.	To re-elect Mr. Mak Chi Wing, William as executive director.		
4.	To re-elect Mr. Yuen Tin Fan, Francis as independent non-executive director.		
5.	To authorise the board of directors to fix the directors' remuneration.		
6.	To re-appoint Ernst & Young as auditors for the year ending 31 December 2012 and to authorise the board of directors to fix their remuneration.		
7.	To give a general mandate to the directors to allot, issue and deal with additional shares of the Company.*		
8.	To give a general mandate to the directors to repurchase shares in the capital of the Company.*		
9.	Subject to the passing of Resolutions 7 and 8, to authorise the directors to issue additional shares representing the nominal value of the shares repurchased by the Company.*		

\* The full texts of these Resolutions are set out in the Notice of the Annual General Meeting.

Signature(s) (Note 6) \_\_\_\_\_ Dated \_\_\_\_\_ day of \_\_\_\_\_ 2012

### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out the words "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING (THE "MEETING") OR ANY ADJOURNMENT THEREOF" herein stated and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: PLEASE INDICATE WITH A "✓" IN THE APPROPRIATE BOX BESIDE EACH OF THE RESOLUTIONS HOW YOU WISH THE PROXY TO VOTE ON YOUR BEHALF.** Failure to complete the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting or to adjourned meeting other than those referred to in the Notice convening the Meeting.
- The register of members of the Company will be closed for determining the shareholders' eligibility to attend and vote at the AGM from Thursday, 31 May 2012 to Friday, 1 June 2012, both days inclusive, and for determining the shareholders' entitlement to the proposed final dividend from Friday, 15 June 2012 to Monday, 18 June 2012, both days inclusive. In order to qualify for attending and voting at the AGM and the proposed final dividend respectively, all transfer documents, accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Wednesday, 30 May 2012 (in case of qualifying for attending and voting at the AGM) and not later than 4:00 p.m. on Thursday, 14 June 2012 (in case of qualifying for the proposed final dividend).
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or the adjourned Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in register of members in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting and adjourned meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting and at adjourned meeting. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.