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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Foods Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### CHINA FOODS LIMITED 中國食品有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 506)**

## PROPOSED APPOINTMENT OF AUDITOR FOR THE YEAR 2024 AND NOTICE OF SPECIAL GENERAL MEETING

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The Special General Meeting (the “SGM”) of China Foods Limited (the “Company”) is scheduled to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 22 July 2024 at 11 a.m.. A notice of the SGM is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the SGM (or any adjournment thereof), please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM (or any adjournment thereof) in person should you so wish and in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the SGM.

Beijing, 5 July 2024

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following terms shall have the following meanings:*

“AGM”	the annual general meeting of the Company held on 11 June 2024
“Announcements”	the announcement of the Company dated 4 June 2024 in relation to the withdrawal of ordinary resolution no. 7 in respect of the re-appointment of PwC as the auditor and to authorize the Board to fix its remuneration at the AGM, and the announcement of the poll results of the AGM of the Company dated 11 June 2024
“Appointment Announcement”	the announcement of the Company dated 25 June 2024 in relation to the proposed appointment of the Auditor
“Audit Committee”	the audit committee of the Board
“Auditor”	the auditor of the Company
“Baker Tilly”	Baker Tilly Hong Kong Limited
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	China Foods Limited, a company incorporated in Bermuda with limited liability, Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company from time to time
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)

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## DEFINITIONS

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“Proposed Appointment”	the proposed appointment of Baker Tilly as the new auditor of the Company for the year 2024, with a term to hold office until the conclusion of the next annual general meeting of the Company to be held in 2025, upon the approval of the Shareholders by an ordinary resolution at the SGM
“PwC”	PricewaterhouseCoopers
“SGM”	the Special General Meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 22 July 2024 at 11 a.m. (or any adjournment thereof)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### CHINA FOODS LIMITED 中國食品有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 506)**

*Chairman of the Board and  
Executive Director:*  
Qing Lijun (*Managing Director*)

*Executive Director:*  
Shen Xinwen

*Non-executive Directors:*  
Cao Gaofeng  
Chen Gang

*Independent Non-executive Directors:*  
Li Hung Kwan, Alfred  
Mok Wai Bun, Ben  
Leung Ka Lai, Ada, SBS

*Principal Office in Hong Kong:*  
33rd Floor, COFCO Tower  
262 Gloucester Road  
Causeway Bay  
Hong Kong

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

5 July 2024

*To the Shareholders*  
Dear Sir or Madam,

### **PROPOSED APPOINTMENT OF AUDITOR FOR THE YEAR 2024 AND NOTICE OF SPECIAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information in connection with the proposed appointment of auditor and a notice for convening the SGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the Announcements. PwC had retired as the Auditor upon expiration of its term of office at the conclusion of the AGM.

Reference is also made to the Appointment Announcement. In view of the vacancy in the office of Auditor following the retirement of PwC, the Board has resolved, with the recommendation of the Audit Committee, to propose to appoint Baker Tilly as the new Auditor for the year 2024, with a term to hold office until the conclusion of the next annual general meeting of the Company to be held in 2025.

The Board and the Audit Committee in proposing the appointment of Baker Tilly as the new Auditor have considered the background, qualification, competence, experience and resources of Baker Tilly and considered Baker Tilly is eligible and suitable to act as the Auditor for the year 2024.

The Proposed Appointment is subject to approval by the Shareholders at the SGM pursuant to the Bye-laws.

### 3. SPECIAL GENERAL MEETING

A notice for convening the SGM is set out on pages 6 to 7 of this circular.

For determining the entitlement to attend and vote at the SGM to be held on Monday, 22 July 2024, the register of members of the Company will be closed from Thursday, 18 July 2024 to Monday, 22 July 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 17 July 2024.

Pursuant to bye-law 75 of the Bye-laws, any vote of Shareholders at a general meeting must be taken by poll. The results of the voting by poll will be published on the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.chinafoodsltd.com](http://www.chinafoodsltd.com)) as soon as possible after the conclusion of the SGM.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his name in the register of members. A Shareholder entitled to more than one vote need not use all votes or cast all the votes in the same way.

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## LETTER FROM THE BOARD

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Whether or not you are able to attend the SGM (or any adjournment thereof), please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM (or any adjournment thereof) in person should you so wish.

If Shareholders choosing not to attend the SGM in person have any questions about the relevant resolution(s), or about the Company or any matters for communication with the Board, they are welcome to contact the Company in writing to our email at CBL@hq.cofcoko.com.

If Shareholders have any questions relating to the SGM, please contact Tricor Progressive Limited, the Company's branch share registrar and transfer office in Hong Kong as follows:

Tricor Progressive Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

#### **4. RECOMMENDATION**

The Directors consider that the Proposed Appointment is in the interests of the Company and its Shareholders and accordingly recommend that all Shareholders vote in favour of the resolution as set out in the notice of the SGM.

#### **5. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**China Foods Limited**  
**Qing Lijun**  
*Chairman*

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## NOTICE OF SPECIAL GENERAL MEETING

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### CHINA FOODS LIMITED 中國食品有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 506)**

**NOTICE IS HEREBY GIVEN** that the Special General Meeting (the “SGM”) of China Foods Limited (the “**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 22 July 2024 at 11 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

#### **ORDINARY RESOLUTION**

“To appoint Baker Tilly Hong Kong Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.”

By order of the Board  
**China Foods Limited**  
**Qing Lijun**  
*Chairman*

Beijing, 5 July 2024

*Notes:*

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof).
3. Where there are joint holders of any Share, any one of such holders may vote at the SGM, either in person or by proxy, in respect of such Share as if he was solely entitled to vote, but if more than one of such joint holders are present at the SGM in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such Share shall alone be entitled to vote.



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## NOTICE OF SPECIAL GENERAL MEETING

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4. Completion and return of the form of proxy will not preclude a member from attending and voting at the SGM (or any adjournment thereof) in person should he so wish. In such event, the form of proxy shall be deemed to be revoked.
5. For determining the Shareholders' eligibility to attend and vote at the SGM to be held on Monday, 22 July 2024, the register of members of the Company will be closed from Thursday, 18 July 2024 to Monday, 22 July 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the SGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Wednesday, 17 July 2024.
6. Pursuant to bye-law 75 of the Company's Bye-laws, the voting at the SGM will be taken by poll.
7. If a black rainstorm warning signal, or a tropical cyclone warning signal no.8 or above or "extreme conditions" caused by super typhoons is in force at or at any time after 8:00 a.m. on the date of the SGM, the SGM will be automatically postponed. The Company will publish an announcement on the Company's website at [www.chinafoodsltd.com](http://www.chinafoodsltd.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the date, time and place of the rescheduled meeting.

The SGM will be held as scheduled when an amber or a red rainstorm warning is in force. Shareholders should decide on their own whether they would attend the SGM under bad weather condition bearing in mind their own situations.

8. In this notice, reference to one gender include all genders and reference to the singular include the plural and vice versa.

*As at the date of this notice, the Board comprises: Mr. Qing Lijun as the chairman of the Board and an executive director; Mr. Shen Xinwen as an executive director; Mr. Cao Gaofeng and Mr. Chen Gang as non-executive directors; and Mr. Li Hung Kwan, Alfred, Mok Wai Bun, Ben and Ms. Leung Ka Lai, Ada, SBS as independent non-executive directors.*