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CHINA FOODS LIMITED
中國食品有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00506)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of China Foods Limited (the “Company”) will be held at the Director’s Room, World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 29 December 2011 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. “**THAT** the 2011 Concentrate Purchase Agreement (as defined in the circular of the Company dated 12 December 2011) (the “Circular”) entered into between the Company and Coca-Cola Beverages (Shanghai) Company Limited (可口可樂飲料(上海)有限公司) (“Coca-Cola (Shanghai)”) dated 21 November 2011, a copy of which has been produced to the SGM and marked “A” and initialed by a Director for the purpose of identification, (details of which are set out in the Circular) relating to the supply of concentrates for certain beverages of The Coca-Cola Company by Coca-Cola (Shanghai) to certain members of the Group and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed, and **THAT** the annual caps under the 2011 Concentrate Purchase Agreement for the years ending 31 December 2012, 2013 and 2014 of RMB2,000 million, RMB2,500 million and RMB2,900 million, respectively, be and are hereby approved and confirmed.”
2. “**THAT** the 2011 Still Beverages Purchase Agreement (as defined in the Circular) entered into between the Company and Coca-Cola Bottlers Manufacturing (Dongguan) Co., Ltd. (可口可樂裝瓶商生產(東莞)有限公司) (“Coca-Cola (Dongguan)”) dated 21 November 2011, a copy of which has been produced to the SGM and marked “B” and initialed by a Director for the purpose of identification, (details of which are set out in the Circular) relating to the supply of certain still beverages by Coca-Cola (Dongguan) and its associates to certain members of the Group and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed, and **THAT** the annual caps under the 2011 Still Beverages Purchase Agreement for the years ending 31 December 2012, 2013 and 2014 of RMB3,500 million, RMB5,500 million and RMB8,500 million, respectively, be and are hereby approved and confirmed.”

3. **“THAT** the 2011 COFCO Mutual Provision of Products and Services Agreement (as defined in the Circular) entered into between the Company and COFCO Corporation (中糧集團有限公司) (“**COFCO**”) dated 21 November 2011, a copy of which has been produced to the SGM and marked “C” and initialed by a Director for the purpose of identification, (details of which are set out in the Circular) relating to (a) the supply of certain raw materials, products and the provision of certain services by COFCO and its subsidiaries and associates (“**COFCO Group**”) to the Company and its subsidiaries (the “**Group**”), (b) the supply of certain raw materials, products and the provision of certain services by the Group to the COFCO Group, and (c) the promotion and sales and distribution expenses incurred by the COFCO Group under item (a) in this resolution which will be pre-paid by the Group and reimbursed by the COFCO Group and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed, and **THAT** the following annual caps for the following categories of transactions as contemplated under the 2011 COFCO Mutual Provision of Products and Services Agreement be and are hereby approved and confirmed:

(a) annual caps for the supply of raw materials, products, services and others by the COFCO Group to the Group for the years ending 31 December

2012	2013 <i>(RMB millions)</i>	2014
34,000	44,700	57,700

(b) annual caps for the supply of raw materials, products, services and others by the Group to the COFCO Group for the years ending 31 December

2012	2013 <i>(RMB millions)</i>	2014
5,800	7,500	9,200

(c) annual caps for the promotion and sales and distribution expenses for the years ending 31 December

2012	2013 <i>(RMB millions)</i>	2014
80	80	80”

4. “**THAT** the Directors 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 2011 Concentrate Purchase Agreement, the 2011 Still Beverages Purchase Agreement, the 2011 COFCO Mutual Provision of Products and Services Agreement and the implementation of all the transactions contemplated thereunder.”

Yours faithfully,
By Order of the Board
Luan Xiuju
Managing Director

Beijing, 12 December 2011

Notes:

1. Shareholders are reminded to read carefully details of the 2011 Concentrate Purchase Agreement, the 2011 Still Beverages Purchase Agreement and the 2011 COFCO Mutual Provision of Products and Services Agreement and their respective annual caps as set out in the circular.
2. The register of members of the Company will be closed from Wednesday, 28 December 2011 to Thursday, 29 December 2011 (both days inclusive). In order for the shareholders to qualify for attending and voting at the SGM, all transfer documents, accompanied by the relevant share certificates, should be lodged for registration with Tricor Progressive Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong, by 4:00 p.m. on Friday, 23 December 2011.
3. All the resolutions set out in the Notice of the SGM will be voted by way of poll.
4. 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 for him. A proxy need not be a member of the Company.
5. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, must be deposited at Tricor Progressive Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time scheduled for holding the SGM or any adjournment of it.
6. Where there are joint holders of any share of the Company, any one of such holders may vote at the SGM, either in person or by proxy, in respect of such share as if he were 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 in respect of it.
7. Completion and return of the form of proxy will not preclude a member from attending the SGM and voting in person at the SGM or any adjourned meeting if he so desires. If a member attends the SGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
8. In this notice, reference to one gender includes all genders and reference to the singular includes the plural and vice versa.

As at the date of this announcement, our executive directors are Mr. Ning Gaoning, Mr. Chi Jingtao, Ms. Luan Xiuju, Mr. Mak Chi Wing, William and Mr. Zhang Zhentao; our non-executive directors are Ms. Liu Ding, Mr. Ma Jianping and Ms. Wu Wenting; and our independent non-executive directors are Messrs. Stephen Edward Clark, Li Hung Kwan, Alfred and Yuen Tin Fan, Francis.