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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 Director's Room, World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 8 June 2011 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 2010.		
2.	To declare a final dividend of HK3.21 cents per share for the year ended 31 December 2010.		
3.	To re-elect Mr. Ning Gaoning as a director.		
4.	To re-elect Mr. Chi Jingtao as a director.		
5.	To re-elect Ms. Liu Ding as a director.		
6.	To re-elect Mr. Stephen Edward Clark as a director.		
7.	To re-elect Mr. Li Hung Kwan, Alfred as a director.		
8.	To authorise the board of directors to fix the directors' remuneration for the ensuing year.		
9.	To re-appoint Ernst & Young as auditors for the ensuing year and to authorize the board of directors to fix their remuneration.		
10.	To give a general mandate to the directors to allot, issue and deal with additional shares of the Company.*		
11.	To give a general mandate to the directors to repurchase shares in the capital of the Company.*		
12.	Subject to the passing of Resolutions 10 and 11, 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 _____ 2011

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, 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 and to adjourned meeting other than those referred to in the Notice convening the Meeting.
- The register of members of the Company will be closed from Friday, 3 June 2011 to Wednesday, 8 June 2011 with both days inclusive. In order to qualify for attending and voting at the Meeting, all transfer documents, accompanied by the relevant share certificates should 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 by 4:00 p.m. on Thursday, 2 June 2011.
- 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 INITIALED BY THE PERSON WHO SIGNS IT.