

## CHINA FOOD COMPANY PLC

(incorporated in England and Wales with registered number 06077223)

Registered office:

17 Hanover Square

London W1S 1HU

07 May 2009

**To all shareholders**

### **Notice of Extraordinary General Meeting**

Dear Shareholder,

The directors (“**Directors**”) of China Food Company Plc (the “**Company**”) propose to convene an extraordinary general meeting (“**EGM**”) on 27 May 2009 at 11.30 a.m. at 4 Coleman Street, London EC2R 5TA.

The EGM is being held to approve various changes to the rules of the share option plan adopted by the Company on 12 November 2007 (“**Share Option Plan**”) and the establishment of a discretionary trust in the British Virgin Islands in accordance with its laws for, *inter alia*, the purpose of holding share options issued under the Share Option Plan on trust for Executives (as defined in the Share Option Plan).

Resolution 4 (the “**Special Resolution**”) to approve various changes to the rules of the Share Option Plan is proposed as a special resolution and is special business. This means that for the Resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution. The proposed amendments to the rules of the Share Option Plan include changes to the eligibility criteria for recipients of share options under the Share Option Plan,

### **Recommendation**

The Directors consider that the proposed amendments to the rules of the Share Option Plan are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company. The directors unanimously recommend that you vote in

favour of the proposed Resolution as they propose to do in respect of their own holdings in the ordinary share capital of the Company.

Yours sincerely,

**John McLean**

*Chairman*

## **Notice of Extraordinary General Meeting**

Notice is hereby given that an extraordinary general meeting (“**EGM**”) of China Food Company Plc (the “**Company**”) will be held at 4 Coleman Street, London EC2R 5TA on 27 May 2009 at 11.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions.

### **ORDINARY RESOLUTIONS**

To consider, and if thought fit, to pass the following resolutions which are proposed as ordinary resolutions:

1. THAT, subject to the passing of the Special Resolution, a discretionary trust (the “**Trust**”) be established in the British Virgin Islands in accordance with its laws for, *inter alia*, the purpose of holding share options issued under the Share Option Plan on trust for Executives (as defined in the Share Option Plan);
2. THAT, subject to the passing of the Special Resolution and Ordinary Resolution 1, above, any Director be authorised to do and execute such deeds, documents, acts and things as may be necessary, desirable or expedient in connection with the establishment of the Trust;
3. THAT, subject to the passing of the Special Resolution and Ordinary Resolution 1, above, where required, the Common Seal of the Company be affixed to any documents in connection with the the establishment of the Trust in accordance with the Articles of Association of the Company; and

### **SPECIAL RESOLUTION**

To consider, and if thought fit, to pass the following resolution which is proposed as a Special Resolution:

4. THAT the following amendments to the rules of the Company’s share option plan (“**Share Option Plan**”) be and are hereby approved:

- (i) **Rule 1:** the definition of “Executive” be deleted in its entirety and replaced by the following:

*“any person employed by any member of the Group;”*

- (ii) **Rule 1:** **within** the definition of "Optionholder", the following words be included immediately after "Representatives":

*"or where the Option has been granted to a Relevant Trustee, the person in respect of whose benefit that Option has been granted;"*

- (iii) **Rule 1:** a **new** definition of "Relevant Trustee" be added:

*"a trustee appointed to hold the Option on trust for an Executive in accordance with Rule 5.3;"*

- (iv) **Rule 2.3:** the following words be included immediately after the word "Executive":

*"or Relevant Trustee"*

- (v) **Rule 2.5:** **the** following words be included immediately after the words "granted to":

*"or in respect of an Optionholder who is"*

- (vi) **Rule 5.1:** the following words be included in Rule 5.1 immediately preceding the words “during his lifetime”:

*“Subject to rule 5.3”*

- (vii) **Rule 5.2:** the following words be included in Rule 5.2 immediately preceding the words “an **option** shall immediately cease to be exercisable if”:

*“Subject to rule 5.3”*

- (viii) **New Rule 5.3:** **the** following be included immediately after Rule 5.2:

“5.3 *Notwithstanding rules 5.1 and 5.2 above, Options may be held on trust for Optionholders by such Relevant Trustees and on such trusts as the Committee may approve from time to time.*”

(ix) **Rule 8.2:** Rule 8.2 be deleted in its entirety and replaced by the following:

“8.2 *Save as provided in rules 8.3, 8.4, 8.5, 8.6, 12 and 13, an Option shall be exercised at such times and intervals as the Committee shall specify at the Relevant Date of Grant.*”

(x) **Rule 9.1:** the **following** words be included in Rule 9.1 immediately after the word "Optionholder",

*"or, where a Relevant Trustee has been appointed, that Relevant Trustee to the exclusion of the Optionholder,"*

(xi) **Rule 13:** Rule 13 be deleted in its entirety and replaced by the following:

“13 *No Subscription Option shall be granted to any person if or insofar as it would cause the aggregate market value of Shares over which Subscription Options are then held by that person to exceed or further exceed GBP 150,000. For the purposes of this rule the market value of a Share in respect of which rights to subscribe for Shares have been or are to be granted shall be taken as the price per Share payable upon the exercise of such rights or, if less, the minimum price per Share which could have been determined by the Directors to be the price per Share payable upon the exercise of such rights.*”

(xii) **Rule 18.3:** the following words be included in Rule 18.3 immediately after the word "Grantor",

*"or Relevant Trustee"*

By Order of the Board

**June Paddock**

*Company Secretary*

Registered office:

17 Hanover Square

London W1S 1HU

07 May 2009

## **NOTES**

### **Entitlement to attend and vote**

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 6.00 p.m. on 25 May 2009 or, if the EGM is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the EGM.

### **Appointment of proxies**

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the EGM and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the EGM to represent you. Details of how to appoint the Chairman of the EGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the EGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, it will be necessary to notify the registrar in accordance with note 6 below.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the EGM.

### **Appointment of proxy using hard copy proxy form**

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
- completed and signed;
  - sent or delivered to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
  - received by Computershare Investor Services PLC no later than 11.30 a.m. on 25 May 2009.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **Appointment of proxy by joint members**

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **Changing proxy instructions**

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out in this note 8. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and

would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointments**

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC at The Pavilions, Bridgewater Road, Bristol BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Computershare Investor Services PLC no later than 11.30a.m. on 25 May 2009. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the EGM and voting in person. If you have appointed a proxy and attend the EGM in person, your proxy appointment will automatically be terminated.

### **Issued shares and total voting rights**

10. As at 5.00 p.m. on 6 May 2009 the Company's issued share capital comprised 66,399,991 ordinary shares of 4 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on 6 May 2009 is 66,399,991.

### **Communication**

11. Except as provided above, members who have general queries about the EGM should call the shareholder helpline of Computershare on 0870 707 1607 (no other methods

of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting or any related documents (including the Chairman's letter and the proxy form), to communicate with the Company for any purposes other than those expressly stated.