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CHINA AGRI-INDUSTRIES HOLDINGS LIMITED
中國糧油控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 606)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China Agri-Industries Holdings Limited (the “**Company**”) will be held at Crystal Ballroom, Level B3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 7 July 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (1) the Agreement (as defined in the circular of the Company dated 20 June 2017 (the “**Circular**”)) entered into between COFCO Fortune Holdings Limited and COFCO Food Sales & Distribution Co., Ltd. dated 25 May 2017 (a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification) (details of which are set out in the Circular) and the transactions contemplated thereunder including, without limitation, the Acquisition (as defined in the Circular) be and are hereby approved, confirmed and ratified; and
- (2) any one or more directors of the Company be and are hereby authorised 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 Agreement and the implementation of all the transactions contemplated thereunder including, without limitation, the Acquisition.”

By Order of the Board
China Agri-Industries Holdings Limited
YU Xubo
Chairman

Hong Kong, 20 June 2017

Notes:

1. Shareholders are reminded to read carefully details of the Agreement as set out in the Circular to which this notice forms part.
2. The register of members of the Company will be closed from 4 July 2017 to 7 July 2017 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the share registrar of the Company, Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on 3 July 2017.
3. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him.
4. Where there are joint holders of any share(s), any one of such holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the EGM 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.
5. A proxy form for use at the EGM is enclosed. 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 such power or authority, must be deposited at the above-mentioned share registrar, not less than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the EGM (i.e. before Hong Kong time 10:00 a.m. on 5 July 2017) or any adjournment of it.
6. Completion and return of the proxy form will not preclude a member from attending the EGM and voting in person at the EGM or any adjourned meeting if he so desires. If a member attends, and votes at, the EGM after having deposited the proxy form, his proxy form will be deemed to have been revoked.
7. The resolution set out in this notice of EGM will be voted on by poll to be demanded by the chairman of EGM.

As at the date of this notice, the Board comprises: Mr. YU Xubo as chairman of the Board and non-executive director; Mr. DONG Wei, Ms. YANG Hong and Mr. SHI Bo as executive directors; Mr. LI Jian and Mr. JIA Peng as non-executive directors; and Mr. LAM Wai Hon, Ambrose, Mr. Patrick Vincent VIZZONE and Mr. ONG Teck Chye as independent non-executive directors.