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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)**

**PROPOSED CHANGE OF AUDITOR**

This announcement is made by China Agri-Industries Holdings Limited (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors of the Company (the “**Board**”) announces that Ernst & Young (“**EY**”) will retire as the independent auditor of the Company upon expiration of its current term of office with effect from the conclusion of the forthcoming annual general meeting of the Company (the “**2018 AGM**”), and will not be re-appointed.

COFCO Corporation, the controlling shareholder of the Company, is a central state-owned enterprise regulated by the State-owned Assets Supervision and Administration Commission of the State Council of the People’s Republic of China (the “**SASAC**”). Pursuant to the relevant requirements issued by SASAC, for the rotation of the service term of an external auditor of a central state-owned enterprise, the Company has reached a mutual understanding with EY on the non-renewal of its appointment. The Board has resolved, with recommendation of the audit committee of the Company, to recommend the appointment of Deloitte Touche Tohmatsu as the independent auditor of the Company for the financial year 2018 following the retirement of EY and such proposed appointment is subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the 2018 AGM.

EY has confirmed in writing that there are no matters in connection with its retirement that should be brought to the attention of the Shareholders. The Board and the audit committee of the Company also confirmed that there is no disagreement between EY and the Company and there are no circumstances or matters in respect of the proposed change of auditor which need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its appreciation for the professional and quality services of EY provided to the Company in previous years.

A circular containing, among other matters, the information on the proposed change of auditor of the Company together with the notice convening the 2018 AGM will be dispatched to the Shareholders in due course.

By Order of the Board  
**China Agri-Industries Holdings Limited**  
**DONG Wei**  
*Chairman*

Hong Kong, 28 March 2018

*As at the date of this announcement, the Board comprise: Mr. DONG Wei as chairman of the Board and executive director; Mr. WANG Qingrong and Ms. YANG Hong as executive directors; Mr. JIA Peng and Mr. MENG Qingguo as non-executive directors; and Mr. LAM Wai Hon, Ambrose, Mr. Patrick Vincent VIZZONE and Mr. ONG Teck Chye as independent non-executive directors.*