



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)

Number of shares related to this proxy form <small>(Note 1)</small>	
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Proxy Form for the Extraordinary General Meeting

I/We _____ of _____ (Note 2)

being the registered holder(s) of above-specified number of shares of China Agri-Industries Holdings Limited (the “Company”) hereby appoint _____

of _____ (Note 3)

or, failing him/her, the chairman of the meeting as my/our proxy to attend and vote for me/us on the following resolutions in accordance with the instructions below and on my/our behalf at the extraordinary general meeting of the Company (the “EGM”) to be held at Crystal Ballroom, Level B3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 2 November 2018 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM. In the absence of any indication, the proxy may vote for or against the resolutions at his/her own discretion (Note 4).

ORDINARY RESOLUTIONS	FOR <small>(Note 4)</small>	AGAINST <small>(Note 4)</small>
<p>1. “THAT (1) the COFCO International Master Agreement (as defined in the circular of the Company dated 8 October 2018 (the “Circular”)) entered into among Oriental Chance Limited, COFCO Oils (HK) No.2 Limited, COFCO Oils & Fats Holdings Limited, COFCO International Singapore Pte. Ltd., Great Wall Investments Pte. Ltd., Sino Agri-Trade Pte. Ltd. and H.K. Ming Fat International Oil & Fat Chemical Company Limited dated 31 August 2018 (a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder including, without limitation, the acquisition of equity interests in the COFCO International Target Companies (as defined and detailed in the Circular) be and are hereby confirmed, ratified and approved; 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 COFCO International Master Agreement and the implementation of all the transactions contemplated thereunder.”</p>		
<p>2. “THAT (1) the Capital Increase Agreement (as defined in the Circular) entered into among COFCO (Dongguan) Oils & Grains Industries Co., Ltd., COFCO Trading Co., Ltd. and COFCO Trading (Guangdong) Co., Ltd. dated 31 August 2018 (a copy of which has been produced to the EGM marked “B” and initialled by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder in relation to the capital contribution be and are hereby confirmed, ratified and approved; 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 Capital Increase Agreement and the implementation of all the transactions contemplated thereunder.”</p>		

ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
3.	“ THAT (1) the Supplemental Deed (as defined in the Circular) entered into among COFCO Corporation, COFCO (Hong Kong) Limited and the Company on 31 August 2018 (a copy of which has been produced to the EGM marked “C” 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 be and are hereby approved, confirmed and ratified in all respects; 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 Supplemental Deed and the implementation of all the transactions contemplated thereunder.”		

Date: _____ 2018

Signature(s): _____ *(Note 5)*

Notes:

1. Please insert the number of shares of the Company registered in your name(s) relating to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
2. Please insert full name(s) and address(es) in **BLOCK LETTERS**.
3. Please insert the name and address of your proxy. If this is left blank, the chairman of the EGM will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the meeting provided that such proxies must attend the meeting in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
4. Attention: If you wish to vote FOR any resolution, please indicate with a “✓” in the appropriate space under “For”. If you wish to vote AGAINST any resolution, please indicate with a “✓” in the appropriate space under “Against”. In the absence of any such indication, the proxy will vote or abstain at his discretion.
5. This proxy form must be signed under hand by you or your attorney duly authorised on your behalf. If the appointor is a legal person, this form must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation.
6. 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.
7. 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 form of proxy, his form of proxy will be deemed to have been revoked.
8. This proxy form, 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 the share registrar of the Company, Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time scheduled for holding the EGM (i.e. before Hong Kong time 10:00 a.m. on 31 October 2018) or any adjournment of it.

Personal Information Collection Statement

Your supply of Personal Data to the Company is on a voluntary basis. “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”). Your Personal Data may be disclosed or transferred to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the purposes of processing and handling your requests and/or instructions given on this form, and retained for such period as may be necessary for such purposes. Request for access to and/or correction of your Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Progressive Limited (Address: Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong).