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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 THE 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, 2 November 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

AS ORDINARY RESOLUTIONS

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.”

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.”
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.”

By order of the Board
CHINA AGRI-INDUSTRIES HOLDINGS LIMITED
DONG Wei
Chairman

Hong Kong, 8 October 2018

Notes:

1. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 30 October 2018 to 2 November 2018 (both days inclusive), during which period no transfers 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 29 October 2018.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. 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.

4. A proxy form is enclosed. To be valid, this 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 abovementioned 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 31 October 2018) or any adjournment thereof.
5. 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.
6. The resolutions set out in this Notice of EGM will be voted by poll to be demanded by the chairman of the meeting.

As at the date of this notice, the Board comprises: 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.