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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)

**VOTING RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 2 NOVEMBER 2018**

Reference is made to the notice of extraordinary general meeting (the “EGM”) of China Agri-Industries Holdings Limited (the “Company”) dated 8 October 2018. The Company announces the poll results in respect of the EGM held on 2 November 2018 at 10:00 a.m. as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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.	885,383,420 (99.41%)	5,225,200 (0.59%)
The resolution was duly passed as an ordinary resolution.			

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.	791,154,420 (88.83%)	99,454,200 (11.17%)
The resolution was duly passed as an ordinary resolution.			
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.	885,383,420 (99.41%)	5,225,200 (0.59%)
The resolution was duly passed as an ordinary resolution.			

The chairman of the EGM demanded that voting be made by poll on the above resolutions.

As at the date of the EGM, the total number of shares in issue of the Company is 5,258,787,388 shares. Based on the knowledge the Company has and after having made all reasonable enquiries by the Company, COFCO Corporation and its associates hold in aggregate 3,046,106,257 shares of the Company. They were required to, and did, abstain from voting in relation to the resolutions numbered 1 to 3. Accordingly, the total number of shares of the Company entitling the holders to attend and vote for or against the resolutions numbered 1 to 3 were 2,212,681,131 shares. There were no shares which entitled the shareholders of the Company to attend and vote only against any resolution at the EGM.

Tricor Progressive Limited, the Company’s share registrar, acted as the scrutineer in respect of the voting at the EGM.

As the resolutions numbered 1 and 2 were approved by the independent shareholders of the Company, part of the conditions imposed on transactions contemplated under the COFCO International Master Agreement and the Capital Increase Agreement as disclosed in the Circular have been fulfilled. **The COFCO International Master Agreement and the Capital Increase Agreement are subject to the satisfaction of a number of conditions and, accordingly, may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares or other securities of the Company.**

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

Hong Kong, 2 November 2018

As at the date of this announcement, 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.