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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)

**RESIGNATION OF DIRECTOR,
APPOINTMENT OF DIRECTOR
AND
CHANGE OF THE CHAIRMAN OF THE BOARD**

The Board announces that, with effect from 7 December 2018:

- (i) Mr. DONG Wei has tendered his resignation as an executive director of the Company. He ceased to be the chairman of the Board, the chairman of the Nomination Committee and a member of the Executive Committee of the Company; and
- (ii) Mr. LUAN Richeng has been appointed as a non-executive director of the Company, the chairman of the Board and the chairman of the Nomination Committee of the Company.

RESIGNATION OF DIRECTOR AND THE CHAIRMAN OF THE BOARD

The board of directors (the “**Board**”) of China Agri-Industries Holdings Limited (the “**Company**”) hereby announces that, with effect from 7 December 2018, Mr. DONG Wei (“**Mr. DONG**”) has tendered his resignation as an executive director of the Company due to other business engagement. He ceased to be the chairman of the Board, the chairman of the Nomination Committee and a member of the Executive Committee of the Company.

Mr. DONG has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of holders of securities of the Company in connection with his resignation.

The Company would like to express its sincere gratitude to Mr. DONG for his valuable contribution to the Board and the Company during his terms of office.

APPOINTMENT OF DIRECTOR AND THE CHAIRMAN OF THE BOARD

The Board is pleased to announce that, with effect from 7 December 2018, Mr. LUAN Richeng (“**Mr. LUAN**”) has been appointed as a non-executive director of the Company. Following his appointment, he will become the chairman of the Board and the chairman of the Nomination Committee of the Company.

Mr. LUAN Richeng, aged 54, has been serving as vice president since he joined COFCO Corporation in July 2016. Prior to that, Mr. LUAN served as a clerk, deputy general manager of the General Office and the general manager of Chinatex Raw Materials Imports & Exports Corporation (中國紡織品原料進出口公司), an assistant to the general manager and a deputy general manager of Chinatex Imports & Exports Corporation (中國紡織品進出口總公司), and a deputy general manager, the general manager and a director of Chinatex Corporation (中國中紡集團公司). Mr. LUAN graduated from Shandong University and obtained a master’s degree in Chinese Literature, and obtained an Executive Master of Business Administration (EMBA) degree from China Europe International Business School.

Save as disclosed above, Mr. LUAN has not held other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr. LUAN is not interested nor deemed to be interested in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

There is an appointment letter issued by the Company to Mr. LUAN. He will not receive any director’s fee from the Company. Under the appointment letter, his term is for three years commencing on 7 December 2018. Mr. LUAN’s appointment may be terminated by giving not less than three months’ prior written notice by either party. Pursuant to article 111 of the articles of association of the Company, Mr. LUAN will retire at the next following general meeting and shall be eligible for re-election.

Save as disclosed above, there are no other matters or information that need to be brought to the attention of shareholders of the Company or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in relation to the aforesaid appointment.

The Board would like to express its warm welcome to Mr. LUAN to the Board.

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

Hong Kong, 6 December 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.