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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 DIRECTORS, APPOINTMENT OF DIRECTORS AND CHANGE OF MANAGING DIRECTOR

The Board announces that, with effect from 15 April 2019:

- (i) Mr. WANG Qingrong has tendered his resignation as an executive director of the Company and ceased to be the managing director and the chairman of the Executive Committee of the Company;
- (ii) Ms. YANG Hong has tendered her resignation as an executive director of the Company and ceased to be a member of the Executive Committee of the Company;
- (iii) Mr. WANG Zhen has been appointed as an executive director of the Company, the managing director of the Company, and the chairman of the Executive Committee of the Company; and
- (iv) Ms. HUA Jian has been appointed as an executive director of the Company and a member of the Executive Committee of the Company.

#### RESIGNATION OF DIRECTORS

The board of directors (the “**Board**”) of China Agri-Industries Holdings Limited (the “**Company**”) hereby announces that, with effect from 15 April 2019, Mr. WANG Qingrong (“**Mr. Wang**”) has tendered his resignation as an executive director of the Company due to work arrangement and ceased to be the managing director and the chairman of the Executive Committee of the Company; and Ms. YANG Hong (“**Ms. Yang**”) has tendered her resignation as an executive director of the Company due to work arrangement and ceased to be a member of the Executive Committee of the Company.

Each of Mr. Wang and Ms. Yang has confirmed that he/she 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/her resignation.

The Board would like to express its sincere gratitude to Mr. Wang and Ms. Yang for their valuable contribution to the Board and the Company during their term of office.

## **APPOINTMENT OF DIRECTORS**

The Board is pleased to announce that, with effect from 15 April 2019, Mr. WANG Zhen (“**Mr. WANG Zhen**”) has been appointed as an executive director of the Company, the managing director of the Company, and the chairman of the Executive Committee of the Company; and Ms. HUA Jian (“**Ms. HUA**”) has been appointed as an executive director of the Company and a member of the Executive Committee of the Company.

### ***Particulars of Mr. WANG Zhen***

Mr. WANG Zhen, aged 58, has been a senior industry executive of COFCO Corporation since February 2013. Mr. WANG Zhen joined COFCO Corporation and/or its subsidiaries (“**COFCO Group**”) in December 1986 and held various positions including deputy general manager of the fruits, vegetables and aquatic products division of COFCO Group, vice president and general manager of the wheat processing division of the Company, general manager of China National Native Produce & Animal By-products Import & Export Corporation (which has changed its name to China National Native Produce & Animal By-products Import & Export Co., Ltd. since December 2017, and now a subsidiary of COFCO Corporation) and chairman of China Tea Co., Ltd.. Mr. WANG Zhen holds an associate degree in Japanese literature from the Luoyang University of Foreign Languages and an Executive Master of Business Administration degree from Cheung Kong Graduate School of Business.

Save as disclosed above, Mr. WANG Zhen has not held any other directorships 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. WANG Zhen 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.

The Company has entered into a service contract for a term of three years commencing from 15 April 2019, subject to relevant provisions of the articles of association of the Company (the “**Articles of Association**”), with Mr. WANG Zhen. The service contract may be terminated by not less than three months’ written notice by either party. The emoluments of Mr. WANG Zhen will be determined by the Remuneration Committee of the Company in accordance with the remuneration policy applicable to his position. Pursuant to article 111 of the Articles of Association, Mr. WANG Zhen will retire at the next following general meeting (“**GM**”) 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 (“**Listing Rules**”) in relation to this appointment.

#### ***Particulars of Ms. HUA Jian***

Ms. HUA Jian, aged 45, has been a vice president of the Company since October 2016 and has been in charge of the grains business of the Company since October 2018. Ms. HUA joined COFCO Group in July 1996 and has held various positions in COFCO Group, including deputy general manager of Top Glory (Australia) Pty Ltd., and assistant to general manager, deputy general manager and general manager of the brewing materials division of the Company. Ms. HUA holds a Bachelor of Arts degree from East China Normal University and a Master’s degree in Economics from the University of International Business and Economics.

Save as disclosed above, Ms. HUA has not held any other directorships 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, Ms. HUA holds 267,000 shares of the Company and is interested, by way of holding a long position, in 1,000,000 underlying shares of the Company pursuant to share options granted to her under a share option scheme of the Company. She also holds 6,000 shares of China Foods Limited, an associated corporation of the Company. Saved as disclosed herein, Ms. HUA 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.

The Company has entered into a service contract for a term of three years commencing from 15 April 2019, subject to relevant provisions of the Articles of Association, with Ms. HUA. The service contract may be terminated by not less than three months' written notice by either party. The emoluments of Ms. HUA will be determined by the Remuneration Committee of the Company in accordance with the remuneration policy applicable to her position. Pursuant to article 111 of the Articles of Association, Ms. HUA will retire at the next following GM 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 Listing Rules in relation to this appointment.

The Board would like to express its warm welcome to Mr. WANG Zhen and Ms. HUA to the Board.

By Order of the Board  
**China Agri-Industries Holdings Limited**  
**LUAN Richeng**  
*Chairman*

Hong Kong, 15 April 2019

*As at the date of this announcement, the Board comprises<sup>1</sup>: Mr. LUAN Richeng as chairman of the Board and non-executive director; Mr. WANG Zhen, Mr. XU Guanghong and Ms. HUA Jian 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.*

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<sup>1</sup> Immediately after the above change of Board composition became effective on the date of this announcement.