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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in China Agri-Industries Holdings Limited, you should at once hand this circular, together with the enclosed proxy form to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**GENERAL MANDATES TO ISSUE NEW SHARES  
AND TO BUY-BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of China Agri-Industries Holdings Limited to be held at Crystal Ballroom, Level B3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 31 May 2019 at 10:00 a.m. (or any adjournment thereof) is set out on pages 18 to 21 of this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon 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 for holding the meeting or any adjournment thereof (i.e. before Hong Kong time 10:00 a.m. on Wednesday, 29 May 2019). Completion and return of the proxy form shall not preclude you from attending and voting at the annual general meeting or any adjourned meeting in person should you so wish.

Hong Kong, 25 April 2019

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
<b>1. Introduction</b> .....	3
<b>2. Adoption of the Audited Consolidated Financial Statements and         the Reports of the Directors and the Auditor</b> .....	4
<b>3. Final Dividend</b> .....	4
<b>4. Share Issue Mandate and Share Buy-back Mandate</b> .....	4
<b>5. Extension of the Share Issue Mandate</b> .....	5
<b>6. Re-election of Directors</b> .....	5
<b>7. Re-appointment of Auditor</b> .....	6
<b>8. Responsibility Statement</b> .....	7
<b>9. Annual General Meeting</b> .....	7
<b>10. Recommendation</b> .....	7
<b>Appendix I — Explanatory Statement on the Share Buy-back Mandate</b> ...	8
<b>Appendix II — Details of the Directors proposed to be re-elected at                   the Annual General Meeting</b> .....	11
<b>Notice of Annual General Meeting</b> .....	18

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## DEFINITIONS

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“Annual General Meeting”	annual general meeting of the Company to be held at Crystal Ballroom, Level B3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 31 May 2019 at 10:00 a.m., notice of which is set out on pages 18 to 21 of this circular
“Annual Report 2018”	the annual report of the Company for the year ended 31 December 2018
“Board”	board of Directors (or a duly authorised Board committee thereof)
“COFCO”	COFCO Corporation (中糧集團有限公司), a state-owned company established in the PRC currently under the purview of the State-owned Assets Supervision and Administration Commission of the State Council of the PRC, the ultimate controlling shareholder of the Company
“COFCO Group”	COFCO and/or its subsidiaries
“COFCO (HK)”	COFCO (Hong Kong) Limited (中糧集團(香港)有限公司), a company incorporated in Hong Kong with limited liability, a controlling shareholder of the Company and a directly wholly-owned subsidiary of COFCO
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	China Agri-Industries Holdings Limited (stock code: 606), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information included herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the share(s) of the Company
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted at the Annual General Meeting to the Directors to exercise all the powers of the Company to buy-back Shares
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted at the Annual General Meeting to the Directors to exercise all the powers of the Company to issue, allot and otherwise deal with new Shares
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission
“HK\$”	Hong Kong dollars
“%”	per cent.



**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)**

*Chairman and Non-executive Director:*  
LUAN Richeng

*Executive Directors:*  
WANG Zhen (*Managing Director*)  
XU Guanghong  
HUA Jian

*Non-executive Directors:*  
JIA Peng  
MENG Qingguo

*Independent Non-executive Directors:*  
LAM Wai Hon, Ambrose  
Patrick Vincent VIZZONE  
ONG Teck Chye

*Registered office:*  
31st Floor  
COFCO Tower  
262 Gloucester Road  
Causeway Bay  
Hong Kong

25 April 2019

*To the Shareholders*

Dear Sir/Madam,

**GENERAL MANDATES TO ISSUE NEW SHARES  
AND TO BUY-BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against the following resolutions to be proposed at the Annual General Meeting which is to be convened for the purposes of considering and, if thought fit, approving, among other things, the following ordinary resolutions:

- (a) the granting of the Share Issue Mandate and Share Buy-back Mandate to the Directors to issue new Shares and buy-back Shares;

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## LETTER FROM THE BOARD

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- (b) the extension of the Share Issue Mandate;
- (c) the re-election of Directors; and
- (d) the re-appointment of auditor.

A notice of the Annual General Meeting is set out on pages 18 to 21 of this circular.

### **2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITOR**

The Annual Report 2018 incorporating, among other things, the audited consolidated financial statements and the reports of the Directors and auditor for the year ended 31 December 2018 will be sent together with this circular to the Shareholders on the same date. The audited consolidated financial statements have been reviewed by the audit committee of the Company.

### **3. FINAL DIVIDEND**

The Board has recommended a final dividend of 1.5 HK cents per Share for the year ended 31 December 2018. The proposed dividend will be payable on or around 19 July 2019 to the Shareholders whose names appear on the register of members of the Company on 10 June 2019 subject to approval by the Shareholders at the Annual General Meeting.

For determining the entitlement to the proposed dividend, the register of members of the Company will be closed on 10 June 2019, on which no transfers of shares will be registered. In order to qualify for the entitlement to the proposed dividend, all transfer documents accompanied by the relevant share certificates must be lodged 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 6 June 2019 for registration.

### **4. SHARE ISSUE MANDATE AND SHARE BUY-BACK MANDATE**

According to Rule 13.36(2)(b) of the Listing Rules, the Directors may seek the approval of the Shareholders in general meeting for general mandates to issue and buy-back Shares not exceeding the aggregate of 20% and 10%, respectively, of the number of issued shares of the Company as at the date of passing the relevant resolutions. At the last annual general meeting of the Company held on 1 June 2018, the Directors were granted general mandates respectively to issue and buy-back Shares. Such mandates will expire at the conclusion of the Annual General Meeting. The Directors now seek the approval of the Shareholders at the Annual General Meeting by way of passing ordinary resolutions for the granting of:

- (a) the Share Issue Mandate to allot, issue and deal with Shares, provided that the number of the Shares allotted, issued or dealt with shall not exceed 20% of the number of the total issued Shares as at the date of passing of the relevant resolution; and

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## LETTER FROM THE BOARD

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- (b) the Share Buy-back Mandate to buy-back Shares on the Stock Exchange, provided that the number of the Shares to be bought back shall not exceed 10% of the number of the total issued Shares as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the number of the total issued Shares of the Company is 5,258,985,388. Subject to the passing of the ordinary resolutions approving the Share Issue Mandate and Share Buy-back Mandate and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of passing of such resolutions, the Directors would be authorised to issue a maximum of 1,051,797,077 Shares representing 20% of the Company's total issued Shares as at the date of passing of the relevant resolution approving the Share Issue Mandate and buy-back a maximum of 525,898,538 Shares representing 10% of the Company's total issued Shares as at the date of passing of the relevant resolution approving the Share Buy-back Mandate during the period up to the next annual general meeting of the Company following the Annual General Meeting or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Share Issue Mandate and Share Buy-back Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first. However, the Directors believe that the issuance of Shares under the Share Issue Mandate or the buy-back under the Share Buy-back Mandate would not reduce the amount held by the public to less than 25% of the total issued shares of the Company.

The explanatory statement as required by the Listing Rules in connection with the Share Buy-back Mandate is set out in Appendix I of this circular.

### **5. EXTENSION OF THE SHARE ISSUE MANDATE**

A resolution as set out in resolution numbered 5C of the notice of Annual General Meeting forming part of this circular will also be proposed at the Annual General Meeting authorising the Directors to extend the Share Issue Mandate by the addition of an amount representing the aggregate number of any Shares bought back by the Company pursuant to the Share Buy-back Mandate provided that such extended amount shall not exceed 10% of the number of the total issued Shares on the date of passing of the resolution numbered 5C of the notice of Annual General Meeting.

### **6. RE-ELECTION OF DIRECTORS**

According to article 106 of the Company's articles of association, at each annual general meeting, one-third of the directors or, if their number is not three or a multiple of three, the number which is nearest to and is at least one-third, shall retire from office by rotation at least once every three years. Furthermore, according to article 111 of the Company's articles of association, a director appointed by the Board to fill a vacancy or as an additional director shall retire at the next following general meeting, but shall not be taken into account in determining the directors who are to retire by rotation at the annual general meeting. A retiring director shall be eligible for re-election. Accordingly, at the Annual General Meeting, Mr. Luan Richeng, Mr. Wang Zhen, Mr. Xu Guanghong, Ms. Hua Jian, Mr. Meng Qingguo, Mr. Lam Wai Hon, Ambrose and Mr. Ong Teck Chye shall retire. Each of them has been recommended by the Board and has offered himself/herself for re-election.

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## LETTER FROM THE BOARD

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In accordance with Code Provision A.5.5 of the Corporate Governance Code under Appendix 14 of the Listing Rules, where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should provide additional information in the circular. Mr. Lam Wai Hon, Ambrose (“**Mr. Lam**”) and Mr. Ong Teck Chye (“**Mr. Ong**”) have been independent non-executive Directors since 2007 and 2015, respectively. They have accepted to be available for re-election and provided the Company with annual written confirmation confirming their independence in accordance with Rule 3.13 of the Listing Rules. According to the terms of reference of the nomination committee of the Company, the nomination committee of the Company shall make recommendations to the Board on the appointment and re-appointment of the Directors. In connection with the nomination committee’s preparation of the proposal on re-election of the retiring Directors, it considered and reviewed, among others, current key attributes (including age, seniority, qualifications, area of expertise and experience of the retiring independent non-executive Directors) to the Board and requirements pertaining to independence, continuity, professional competence and diversity of the Directors. Mr. Lam is a fellow member of the Institute of Chartered Accountants in England and Wales and a member of Hong Kong Institute of Certified Public Accountants and Mr. Ong holds an honours degree in Sociology and has extensive experience in trading, the detailed biographical information thereof are set out in Appendix II of this circular. The Board considers Mr. Lam and Mr. Ong have professional background and experience which are relevant for the Company, have met the independence criteria set out in Rule 3.13 of the Listing Rules and continue to demonstrate a firm commitment to their role. Accordingly, the Board recommends to re-elect them at the Annual General Meeting.

Pursuant to Code Provision A.4.3 of the Corporate Governance Code under Appendix 14 of the Listing Rules, if an independent non-executive director has served an issuer for more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the shareholders. Mr. Lam Wai Hon, Ambrose is an independent non-executive director serving on the Board over nine years, therefore a separate resolution will be proposed for his re-election at the Annual General Meeting. The Board has assessed his independence and concluded that, after nine years’ of service as the Company’s independent non-executive director, Mr. Lam still satisfies the independence criteria as set out in the Listing Rules and is independent in character and judgement.

Details of the above-named Directors are set out in Appendix II of this circular.

### **7. RE-APPOINTMENT OF AUDITOR**

The Board (which agreed with the recommendation of the audit committee of the Company) recommended that, subject to the approval of Shareholders at the Annual General Meeting, Deloitte Touche Tohmatsu be re-appointed as the auditor of the Company for the year of 2019.



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## LETTER FROM THE BOARD

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### 8. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

### 9. ANNUAL GENERAL MEETING

The notice of Annual General Meeting is set out on pages 18 to 21 of this circular. Votes for all proposed resolutions at the Annual General Meeting shall be taken by way of poll.

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 28 May 2019 to 31 May 2019 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, 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 27 May 2019.

A proxy form for use at the Annual General Meeting is enclosed. Whether you intend to be present at the Annual General Meeting, you are requested to complete the proxy form and return it to the above-mentioned registrar in accordance with the instructions printed thereon not less than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the Annual General Meeting (i.e. before Hong Kong time 10:00 a.m. on 29 May 2019). Completion and return of the proxy form to the Company will not preclude you from attending, and voting at, the Annual General Meeting in person should you so wish.

### 10. RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the notice of the Annual General Meeting are in the interests of and for the benefit of the Company and the Shareholders as a whole, and accordingly the Directors recommend you to vote in favour of all the resolutions at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**LUAN Richeng**  
*Chairman*

*The following is an explanatory note required to be sent to the Shareholders under the Listing Rules in connection with the Share Buy-back Mandate.*

**SHARE CAPITAL**

As at the Latest Practicable Date, the number of the total issued Shares of the Company is 5,258,985,388. Subject to the passing of the ordinary resolutions approving the Share Issue Mandate and the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of passing of such resolutions, the Directors would be authorised to issue a maximum of 1,051,797,077 Shares representing 20% of the Company's total issued Shares as at the date of passing of the relevant resolution approving the Share Issue Mandate and buy-back a maximum of 525,898,538 Shares representing 10% of the Company's total issued Shares as at the date of passing of the resolution approving the Share Buy-back Mandate during the period up to the next annual general meeting of the Company following the Annual General Meeting or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Share Issue Mandate and Share Buy-back Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

**REASONS FOR SHARE BUY-BACKS**

Buy-backs of Shares will only be made when the Directors believe that such buy-back will benefit the Company and its Shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets of the Company and/or earnings and/or dividend per Share.

**FUNDING OF SHARE BUY-BACKS**

Buy-backs of Shares pursuant to the Share Buy-back Mandate would be financed entirely from the Company's available cash flow and/or working capital facilities. Any buy-backs will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with its articles of association and the laws of Hong Kong, including profits otherwise available for distribution.

Under the Companies Ordinance, a company's profits available for distribution are its accumulated, realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated, realised losses, so far as not previously written off in a reduction or reorganisation of capital.

In the event that the Share Buy-back Mandate is exercised in full, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Annual Report 2018). However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**DISCLOSURE OF INTERESTS**

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their close associates (as defined in the Listing Rules), has any present intention, if the Share Buy-back Mandate is approved by Shareholders and exercised, to sell any Share to the Company or its subsidiaries.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any Share to the Company, or that he has undertaken not to sell any Share held by him to the Company, in the event that the Share Buy-back Mandate is granted by the Shareholders at the Annual General Meeting and exercised.

**SHARE BUY-BACK MADE BY THE COMPANY**

The Company has not bought back any Shares during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-backs pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and all the applicable laws of Hong Kong.

**TAKEOVERS CODE CONSEQUENCES**

If as a result of a buy-back of Shares a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

For the purpose of determining the relevant figures, according to the register kept by the Company under section 336 of the SFO as at the Latest Practicable Date, COFCO (HK), together with its wholly-owned subsidiary Wide Smart Holdings Limited, hold an aggregate of 3,046,106,257 Shares representing approximately 57.92% of the entire issued Shares of the Company. Assuming the Share Buy-back Mandate is exercised in full and there are no new Shares issued by the Company, the shareholding of COFCO (HK) and parties that might be considered to be acting in concert with it, would be increased to 64.36% of the entire issued Shares of the Company. The Directors are not aware of any Shareholder, or any group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to buy-back Shares pursuant to the Share Buy-back Mandate.

## MARKET PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous 12 months up to the Latest Practicable Date were as follows:

	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2018</b>		
April	3.360	3.030
May	3.417	3.058
June	3.407	2.780
July	3.160	2.780
August	3.220	2.830
September	3.150	2.810
October	3.050	2.480
November	2.960	2.590
December	3.080	2.660
<b>2019</b>		
January	3.060	2.580
February	2.990	2.780
March	2.860	2.630
April (up to the Latest Practicable Date)	2.710	2.580

## SHAREHOLDERS' APPROVAL

All buy-backs of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval in relation to a specific transaction.

*The following are details of the Directors who will retire and, being eligible, have offered themselves for re-election at the Annual General Meeting.*

**EXECUTIVE DIRECTORS****WANG Zhen**

Mr. WANG Zhen, aged 58, was appointed as an executive director and the managing director of the Company on 15 April 2019. He has been a senior industry executive of COFCO Corporation since February 2013. Mr. Wang joined 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 chairman of China Tea Co., Ltd. Mr. Wang 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.

As at the Latest Practicable Date, Mr. Wang was 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 SFO.

There is a service contract entered into between the Company and Mr. Wang. Subject to relevant provisions of the articles of association of the Company, his term is for three years commencing on 15 April 2019. The service contract may be terminated by not less than three months' written notice by either party. The emoluments of Mr. Wang will be determined by the remuneration committee with reference with the Company's remuneration policy applicable to his position.

Save as disclosed above, Mr. Wang 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.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

**XU Guanghong**

Mr. XU Guanghong, aged 49, was appointed as an executive director of the Company in January 2019. He joined COFCO Group in August 1992 and has been responsible for the oilseeds processing business of the Company since December 2018. Prior to that, Mr. Xu held various positions in COFCO Group, including the deputy general manager of COFCO East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd., the general manager of COFCO Yellowsea Oils & Grains Industries (Shandong) Co., Ltd., assistant to the general manager of the oilseeds processing division of the Company and deputy general manager of the oilseeds processing division of the Company. Mr. Xu graduated from Shanghai University of Finance and Economics with a Bachelor's degree in Economics.

As at the Latest Practicable Date, Mr. Xu was interested, by way of holding a long position, in 890,000 underlying shares of the Company pursuant to share options granted to him under a share option scheme of the Company. Saved as disclosed herein, Mr. Xu was 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 SFO.

There is a service contract entered into between the Company and Mr. Xu. Subject to relevant provisions of the articles of association of the Company, his term is for three years commencing on 2 January 2019. The service contract may be terminated by not less than three months' written notice by either party. The emoluments of Mr. Xu are determined by the remuneration committee with reference to market practice, his performance and contribution to the Group and also according to the terms of reference of the remuneration committee adopted by the Company. Mr. Xu is entitled to remuneration at a rate of RMB1,892,900 per annum. In addition, Mr. Xu is entitled to a year-end bonus, benefits in kind and retirement contributions from the Company subject to recommendation and approval by the remuneration committee of the Company.

Save as disclosed above, Mr. Xu 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.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

**HUA Jian**

Ms. HUA Jian, aged 45, was appointed as an executive director of the Company on 15 April 2019. She 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.

As at the Latest Practicable Date, Ms. Hua held 267,000 shares of the Company and was 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. Save as disclosed herein, Ms. Hua was 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 SFO.

There is a service contract entered into between the Company and Ms. Hua. Subject to relevant provisions of the articles of association of the Company, her term is for three years commencing on 15 April 2019. 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 with reference with the Company's remuneration policy applicable to her position.

Save as disclosed above, Ms. Hua 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.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

**NON-EXECUTIVE DIRECTORS****LUAN Richeng**

Mr. LUAN Richeng, aged 54, the Chairman of the Board, was appointed as a non-executive director of the Company in December 2018.

Mr. Luan has been serving as vice president since he joined COFCO Corporation in July 2016. Prior to that, he 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.

As at the Latest Practicable Date, Mr. Luan was 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 SFO.

There is an appointment letter issued by the Company to Mr. Luan. Subject to relevant provisions of the articles of association of the Company, 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. He will not receive any director's fee from the Company.

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.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

**MENG Qingguo**

Mr. MENG Qingguo, aged 59, professoriate senior engineer, was appointed as a non-executive director of the Company in August 2017.

Mr. Meng joined COFCO Group in 2015, and served as deputy general manager of China Huafu Trade & Development Group Corp. and senior management of COFCO Engineering & Technology Co., Ltd. Prior to that, Mr. Meng served as deputy general manager of Design House



III of the Design Institute under the Commerce Department of the People's Republic of China (商業部設計院第三設計室) (which ceased to exist under the State Council), general manager of Xinhui Refrigeration and Air-conditioning Equipment Co., Ltd. (欣輝製冷空調設備有限公司), and dean of Internal Trade Engineering Design & Research Institute. Mr. Meng graduated from Heilongjiang Institute of Commerce (黑龍江商學院) and obtained a bachelor's degree in engineering.

As at the Latest Practicable Date, Mr. Meng was 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 SFO.

There is an appointment letter issued by the Company to Mr. Meng. Subject to relevant provisions of the articles of association of the Company, his term is for three years commencing on 30 August 2017. Mr. Meng's appointment may be terminated by giving not less than three months' prior written notice by either party. He will not receive any director's fee from the Company.

Save as disclosed above, Mr. Meng has not held 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.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

## **INDEPENDENT NON-EXECUTIVE DIRECTORS**

### **LAM Wai Hon, Ambrose**

Mr. LAM Wai Hon, Ambrose, aged 65, was appointed as an independent non-executive director of the Company in January 2007. Mr. Lam joined Able Capital Partners Limited in November 2007 and currently serves as its Chairman. Between April 2001 and October 2017, he was the Chief Executive Officer of Investec Capital Asia Limited (formerly known as Access Capital Limited prior to its acquisition by Investec Bank PLC in April 2011) and latterly the Country Head of China & Hong Kong of the Investec Group. Prior to establishing Access Capital Limited in 2000, Mr. Lam was the managing director and head of Global Investment Banking for Greater China of Deutsche Bank AG (Hong Kong). He was also the managing director and head of Greater China Investment Banking of the Bankers Trust Company, and the managing director of Yuanta Securities (Hong Kong) Company Limited. Mr. Lam started his investment banking career with Kleinwort Benson Group in London in 1984 before joining Standard Chartered Asia Limited in Hong Kong where he held the position of managing director in corporate finance. He is currently an independent non-executive director of Genting Hong Kong Limited and Pacific Online Limited (both listed in Hong Kong). Mr. Lam is a fellow

member of the Institute of Chartered Accountants in England and Wales and a member of Hong Kong Institute of Certified Public Accountants. He holds a Bachelor of Arts (Honours) degree from University of Newcastle Upon Tyne in England.

As at the Latest Practicable Date, Mr. Lam was not interested or deemed to be interested in any share, underlying share or debenture of the Company and its associated corporations with the meaning of Part XV of the SFO.

There is an appointment letter issued by the Company to Mr. Lam. Subject to relevant provisions of the articles of association of the Company, his term is for three years commencing on 16 February 2019. The appointment may be terminated by not less than three months' written notice by either party. Mr. Lam is entitled to remuneration at a rate of HK\$360,000 per annum from the Company. The emoluments of Mr. Lam are determined by the Board with reference to the fees paid by other listed companies in Hong Kong to independent non-executive directors and also his positions held in any committee of the Company. In addition, Mr. Lam is entitled to an additional fee of HK\$5,000 for each extra meeting or written resolution (other than the statutory meetings or written resolutions (as the case may be) as required under the Listing Rules or the Companies Ordinance) which shall require Mr. Lam's attendance, undertaking or participation, provided that such extra meeting, undertaking or participation is in relation to notifiable transactions (Chapter 14 of the Listing Rules), connected transactions (Chapter 14A of the Listing Rules), any material matter or event discloseable under Chapter 13 of the Listing Rules or transactions falling under the Takeovers Code. The amount of Mr. Lam's remuneration for the year 2018 is specified in the Annual Report 2018.

Mr. Lam does not have any relationship with any directors, senior management or substantial shareholder or controlling shareholders of the Company. There is no other position held with the Company and other members of the Company's group. Save as disclosed above, he has no other directorships in other listed companies in the last three years. The Company has received a written confirmation from Mr. Lam confirming his independence in accordance with Rule 3.13 of the Listing Rules. The Board has assessed his independence and concluded that Mr. Lam is independent within the definition of the Listing Rules.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

### **ONG Teck Chye**

Mr. ONG Teck Chye, aged 64, was appointed as an independent non-executive director of the Company in February 2015. Mr. Ong holds an honours degree in Sociology from University of Singapore (currently known as National University of Singapore). Currently, Mr. Ong is General Manager, Agri Division and Global Head of Operations of R1 International Pte Ltd., a subsidiary of China Hainan Rubber Industry Group Co., Ltd. He had been the China country Agri-Business head from 2011 to 2014 and the head of international trading and marketing

division from 2007 to 2011 of Golden Agri-Resources Ltd. He was the head of the Singapore petroleum trading division of Noble Group Limited (Hong Kong) from 2004 to 2006. Mr. Ong served as the department head of Marubeni International Petroleum Company Singapore Pte Ltd from 2001 to 2004. From 1980 to 2001, Mr. Ong held various trading positions in Cargill Singapore and Geneva, including the senior manager of structured trade finance department of Cargill Singapore. He has over 30 years' trading experience.

As at the Latest Practicable Date, Mr. Ong was not interested nor deemed to be interested in any share, underlying share or debenture of the Company and its associated corporations with the meaning of Part XV of the SFO.

There is an appointment letter issued by the Company to Mr. Ong. Subject to relevant provisions of the articles of association of the Company, his term is for three years commencing on 16 February 2019. The appointment may be terminated by not less than three months' written notice by either party. Mr. Ong is entitled to remuneration at a rate of HK\$360,000 per annum from the Company. The emoluments of Mr. Ong are determined by the Board with reference to the fees paid by other listed companies in Hong Kong to independent non-executive directors and also his positions held in any committee of the Company. In addition, Mr. Ong is entitled to an additional fee of HK\$5,000 for each extra meeting or written resolution (other than the statutory meetings or written resolutions (as the case may be) as required under the Listing Rules or the Companies Ordinance) which shall require Mr. Ong's attendance, undertaking or participation, provided that such extra meeting, undertaking or participation is in relation to notifiable transactions (Chapter 14 of the Listing Rules), connected transactions (Chapter 14A of the Listing Rules), any material matter or event discloseable under Chapter 13 of the Listing Rules or transactions falling under the Takeovers Code. The amount of Mr. Ong's remuneration for the year 2018 is specified in the Annual Report 2018.

Mr. Ong does not have any relationship with any directors, senior management or substantial shareholder or controlling shareholders of the Company. There is no other position held with the Company and other members of the Company's group. Save as disclosed above, he has no other directorships in other listed companies in the last three years. The Company has received a written confirmation from Mr. Ong confirming his independence in accordance with Rule 3.13 of the Listing Rules. The Board has assessed his independence and concluded that Mr. Ong is independent within the definition of the Listing Rules.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.



**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 IS HEREBY GIVEN** that the Annual General Meeting (the “AGM”) 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, 31 May 2019 at 10:00 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2018.
2. To approve a final dividend of 1.5 HK cents per share for the year ended 31 December 2018.
3.
  - A. To re-elect Mr. WANG Zhen as an executive director of the Company.
  - B. To re-elect Mr. XU Guanghong as an executive director of the Company.
  - C. To re-elect Ms. HUA Jian as an executive director of the Company.
  - D. To re-elect Mr. LUAN Richeng as a non-executive director of the Company.
  - E. To re-elect Mr. MENG Qingguo as a non-executive director of the Company.
  - F. To re-elect Mr. LAM Wai Hon, Ambrose as an independent non-executive director of the Company.
  - G. To re-elect Mr. ONG Teck Chye as an independent non-executive director of the Company.
4. To re-appoint auditor and authorise the board of directors of the Company to fix the auditor’s remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares, options, warrants or similar rights to subscribe for any shares in the Company, and to make and grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to the shares of the Company issued as a result of a Rights Issue (as defined in paragraph (d) of this resolution) or pursuant to the exercise of options under any existing share option scheme of the Company or similar arrangement or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company’s articles of association, shall not exceed 20% of the number of total issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the end of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares in the capital of the Company open for a period fixed by the directors of the Company to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

**B. “THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to buy-back its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the number of shares of the Company to be bought back by the Company pursuant to the approval mentioned in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of total issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution the expression “**Relevant Period**” shall have the same meaning as assigned to it under ordinary resolution numbered 5A(d) in the notice of the AGM of which this resolution forms part.”

**C. “THAT:**

conditional upon resolutions numbered 5A and 5B of the notice of the AGM of which this resolution forms part being passed, the aggregate number of shares in the capital of the Company which is bought back by the Company under the authority granted to the directors of the Company as mentioned in such resolution numbered 5B shall be added to the number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors

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## NOTICE OF ANNUAL GENERAL MEETING

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of the Company pursuant to such resolution numbered 5A, provided that the number of shares bought back by the Company shall not exceed 10% of the total issued shares of the Company as at the date of passing of this resolution.”

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

Hong Kong, 25 April 2019

*Notes:*

1. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 28 May 2019 to 31 May 2019 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for attending and voting at the AGM, 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 27 May 2019.
2. A member entitled to attend and vote at the AGM 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 AGM, 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 AGM 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 shares shall alone be entitled to vote in respect of it.
4. A proxy form is enclosed. To be valid, this proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the above-mentioned share registrar, not less than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the AGM or any adjournment hereof (i.e. before Hong Kong time 10:00 a.m. on 29 May 2019).
5. Completion and return of the proxy form will not preclude a member from attending the AGM and voting in person at the AGM or any adjourned meeting if he so desires. If a member attends, and votes at, the AGM 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 AGM will be voted on by poll to be demanded by the chairman of the meeting.
7. The explanatory statement required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in connection with the Share Buy-back Mandate is supplied to shareholders together with this notice.

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