



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)

Number of shares related to
this proxy form^(Note 1)

Proxy Form for the Annual General Meeting

I/We _____
of _____^(Note 2)
being the registered holder(s) of above-specified number of shares of China Agri-Industries Holdings Limited (the "Company") hereby appoint

_____ of _____^(Note 3)
failing him/her, the chairman of the meeting as my/our proxy to attend and vote for me/us on the following resolutions in accordance with the instruction(s) below and on my/our behalf at the annual general meeting of the Company (the "AGM") to be held at Crystal Ballroom, Level B3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on 31 May 2019 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM. In the absence of any indication, the proxy may vote for or against the resolutions at his/her own discretion^(Note 4).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
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.		
5.	A. To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company.		
	B. To grant a general mandate to the directors to buy-back the Company's own shares.		
	C. To add the number of the shares bought back under resolution 5B to the mandate granted to the directors under resolution 5A.		

Date: _____ 2019 Signature(s): _____^(Note 5)

Notes:

- Please insert the number of shares of the Company registered in your name(s) relating to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- Please insert the name and address of your proxy. If this is left blank, the chairman of the AGM will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the meeting provided that such proxies must attend the meeting in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
- Attention: If you wish to vote FOR any resolution, please indicate with a "✓" in the appropriate space under "For". If you wish to vote AGAINST any resolution, please indicate with "✓" in the appropriate space under "Against". In the absence of any such indication, the proxy will vote or abstain at his discretion.
- This proxy form must be signed under hand by you or your attorney duly authorised on your behalf. If the appointor is a legal person, this form must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation.
- 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 share shall alone be entitled to vote in respect of it.
- 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.
- This proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, must be deposited at the share registrar of the Company, Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong 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 scheduled for holding the AGM or any adjournment of it (i.e. before Hong Kong time 10:00 a.m. on 29 May 2019).
- The description of the resolutions is by way of summary only. The full text appears in the notice of the AGM.

Personal Information Collection Statement

Your supply of Personal Data to the Company is on a voluntary basis. "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"). Your Personal Data may be disclosed or transferred to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the purposes of processing and handling your requests and/or instructions given on this form, and retained for such period as may be necessary for such purposes. Request for access to and/or correction of your Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Progressive Limited (Address: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong).