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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**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.

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;
- (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 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 abovementioned 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 announcement, 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.*