

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

VOLUNTARY ANNOUNCEMENT CERTAIN MATTERS RELATING TO THE NON-COMPETITION DEED

This announcement is made on a voluntary basis by China Agri-Industries Holdings Limited (the “**Company**”).

References are made to the announcements of the Company dated 31 August 2018 and 28 February 2019 (the “**Announcements**”) in relation to (among other things) a final and definitive decision not to exercise the option to acquire the Non-exercised Chinatex Retained Interests and extending the Disposal Period for the Retained Interests under the Non-competition Deed (as amended by the Supplemental Deed). Unless otherwise defined herein, terms defined in the Announcements shall have the same meanings when used herein.

The Company was notified that on 15 May 2019, Chinatex Dongguan and its immediate holding company, Chinatex Grains and Oils Imp & Exp Co., Ltd.* (中紡糧油進出口有限責任公司) (the “**Chinatex Grains and Oils**”), entered into an agreement for the gratuitous transfer of an enterprise’s state-owned equity interest (the “**Agreement**”), pursuant to which, Chinatex Dongguan has agreed to gratuitously transfer its entire equity interest in Chinatex (Zhanjiang) Industries to Chinatex Grains and Oils.

Chinatex Dongguan falls under the Non-exercised Chinatex Retained Interests and is required to be disposed of during the Disposal Period. Chinatex (Zhanjiang) Industries, a wholly-owned subsidiary of Chinatex Dongguan, falls under the Remaining Chinatex Retained Interests and is therefore subject to the Chinatex Option under the Non-competition Deed the exercise of which is subject to the INEDs’ final decision. The transaction contemplated under the Agreement is aimed at facilitating the disposal of Chinatex Dongguan in accordance with the terms of the Non-Competition Deed (as amended by the Supplemental Deed).

Shareholders and potential investors are advised to refer to the Announcements particularly for the scope of the Remaining Chinatex Retained Interests and the Disposal Period. For the avoidance of doubt, the Board wishes to emphasise that (i) no final and definitive decision has been made as to whether the Company will exercise the Remaining Chinatex Retained Interests, including Chinatex (Zhanjiang) Industries; and (ii) the Disposal Period for Chinatex Dongguan has been extended to 31 August 2019.

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

Hong Kong, 15 May 2019

** for identification purposes only*

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.