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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)

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, 28 February and 28 August 2019 (the “**Announcements**”) in relation to (among other things) the Remaining Chinatex Retained Interests and extending the Disposal Period for the Remaining Retained Interests to 29 February 2020. Unless otherwise defined herein, terms defined in the Announcements shall have the same meanings when used herein.

The Board has been informed by COFCO that in relation to the progress of the disposal for the Remaining Retained Interests, Chinatex Tianjin, Chinatex Shenyang, Chinatex Hubei and Chinatex Anhui under the Remaining Retained Interests have been formally disposed of in accordance with the Non-competition Deed. However, more time is needed to formally dispose of Chinatex Dongguan under the Remaining Retained Interests.

Pursuant to the Non-competition Deed, the Disposal Period for disposal of the relevant Retained Interests by COFCO and/or COFCO (HK) may be extended with the agreement of the INEDs. Such agreement is subject to COFCO and COFCO (HK) reasonably demonstrating that further time is needed to formally commence such disposal having made all reasonable efforts to proceed with such disposal as soon as practicable from the date of the decision not to exercise the option and, in any event, within six months.

On 4 February 2020, the INEDs decided to further extend the Disposal Period for Chinatex Dongguan to 31 August 2020. The decision made by the INEDs was based on the information provided by COFCO that the extension is needed to accommodate the ongoing discussion in relation to the disposal plan for Chinatex Dongguan.

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

Hong Kong, 4 February 2020

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.