



**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 <sup>1</sup>	
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**FORM OF PROXY**  
**FOR THE COURT MEETING ON FRIDAY, 6 MARCH 2020**  
**(or any adjournment thereof)**

IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION, COURT OF FIRST INSTANCE, MISCELLANEOUS PROCEEDINGS NO. 128 OF 2020

In the Matter of **CHINA AGRI-INDUSTRIES HOLDINGS LIMITED** (中國糧油控股有限公司) and In the Matter of the Companies Ordinance, Chapter 622 of the Laws of the Hong Kong Special Administrative Region.

**Form of proxy for the meeting of the registered holders of the shares in the capital of China Agri-Industries Holdings Limited (the “Company”) (other than those held or controlled directly or indirectly by COFCO (Hong Kong) Limited or COFCO Corporation) (the “Scheme Shares”) convened by the direction of the High Court of the Hong Kong Special Administrative Region to be held on Friday, 6 March 2020 at 10:00 a.m. (or any adjournment thereof) (the “Court Meeting”).**

I/We<sup>2</sup>, \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of the above-specified number of shares in the capital of the Company, **HEREBY APPOINT**<sup>3</sup>  
 \_\_\_\_\_  
 of \_\_\_\_\_

or, failing him/her, the Chairman of the Court Meeting as my/our proxy to attend and act for me/us and on my/our behalf as directed below at the Court Meeting (or any adjournment thereof) of the holders of the Scheme Shares to be held at Crystal Ballroom, Level B3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 6 March 2020 at 10:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving, with or without modification, the scheme of arrangement dated 14 February 2020 proposed to be made between the Company and the holders of Scheme Shares referred to in the notice convening the Court Meeting (the “Scheme”); and at the Court Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modifications, as my/our proxy may approve) or against the Scheme as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme <sup>4</sup>	AGAINST the Scheme <sup>4</sup>

Date: \_\_\_\_\_ 2020 Signature(s)<sup>5</sup> \_\_\_\_\_

**Notes:**

- Please insert the number of shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.
- Full name(s) and address(es) of the member(s) should be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the name and address of your proxy. **If this is left blank, the Chairman of the Court Meeting will act as your proxy.** Any member of the Company entitled to attend and vote at the Court Meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company but must attend the Court Meeting in person to represent you.
- IMPORTANT: if you wish to vote for the Scheme, please put a tick (✓) in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, please put a tick (✓) in the box marked “AGAINST the Scheme”.** Failure to place a tick (✓) in either box will entitle your proxy to cast your vote or abstain at his/her discretion.
- This form of proxy must be signed by you or your agent duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an agent or officer duly authorised. **Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.**
- In the case of joint holders of a share in the capital of the Company, the vote of the most senior holder who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.
- In order to be valid, this form of proxy together with the letter or power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof (in the case of a corporation, either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company), must be lodged with the Company’s share registrar, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 48 hours before the time appointed for holding the Court Meeting or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Court Meeting or any adjournment thereof if you so wish. In the event that you attend and vote at the Court Meeting or any adjournment thereof after having lodged your form of proxy, your form of proxy will be deemed to have been revoked by operation of law.

**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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong).