



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)

(the “Company”)

Number of shares related to this proxy form ¹	
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FORM OF PROXY
FOR THE GENERAL MEETING (“General Meeting”) ON FRIDAY, 6 MARCH 2020
(or any adjournment thereof)

I/We², _____ of _____, being the registered holder(s) of the above-specified number of shares in the capital of the Company hereby appoint³ of _____

or, failing him/her, the Chairman of the General Meeting as my/our proxy to attend and act for me/us and on my/our behalf as directed below at the General Meeting (or at any adjournment thereof) 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 10:30 a.m. (Hong Kong time) or, if later, as soon thereafter as the court meeting, convened by direction of the High Court of the Hong Kong Special Administrative Region for the same place and date, shall have been concluded or adjourned, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution as set out in the notice convening the General Meeting and at the General Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as indicated below, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION ⁴	FOR ⁵	AGAINST ⁵
Subject to the approval of the Scheme at the Court Meeting, to approve the scheme of arrangement dated 14 February 2020 (the “Scheme”) between the Company and the Scheme Shareholders (as defined in the Scheme), and for the purpose of giving effect to the Scheme, to approve (i) the reduction of the share capital of the Company, (ii) the increase in the share capital of the Company and (iii) the allotment and issue of new shares in the capital of the Company to COFCO (Hong Kong) Limited, on the Effective Date subject to the approval of the Scheme, and to authorise the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme (including the reduction of capital for the purpose of giving effect to the Scheme).		

Date: _____ 2020

Signature(s)⁶ _____

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 General Meeting will act as your proxy.** Any member of the Company entitled to attend and vote at the General 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 General Meeting in person to represent you.
- The full text of the resolution is set out in the Notice of the General Meeting dated 14 February 2020.
- IMPORTANT: if you wish to vote for the resolution, please put a tick (✓) in the box marked “FOR”. If you wish to vote against the resolution, please put a tick (✓) in the box marked “AGAINST”.** 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 General 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 General Meeting or any adjournment thereof if you so wish. In the event that you attend and vote at the General 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).