

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of China Agri-Industries Holdings Limited (the “**Company**”) will be held at Ballroom C, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 2 December 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions:

AS ORDINARY RESOLUTIONS

1. **“THAT** (1) the mutual supplies of materials, products and other services between (i) COFCO Corporation (“**COFCO**”) and its associates, and (ii) the Company and its subsidiaries pursuant to a mutual supply agreement dated 21 October 2011 between COFCO and the Company (the “**2011 COFCO Mutual Supply Agreement**”) be and are hereby approved subject to the relevant caps set out in the Company’s circular dated 16 November 2011 (the “**Circular**”); (2) the execution of the 2011 COFCO Mutual Supply Agreement, a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for identification purpose, be and is hereby confirmed, ratified and approved; and **THAT** any one or more of the directors of the Company be and are hereby authorised to execute and deliver such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary or desirable for the purpose of giving effect to the 2011 COFCO Mutual Supply Agreement.”
2. **“THAT** (1) the mutual supplies of materials, products and other services between (i) Wilmar International Limited (“**Wilmar International**”) and its subsidiaries, and (ii) the Company and its subsidiaries pursuant to a mutual supply agreement dated 21 October 2011 between Wilmar International and the Company (the “**2011 Wilmar Mutual Supply Agreement**”) be and are hereby approved subject to the relevant caps set out in the Circular; (2) the execution of the 2011 Wilmar Mutual Supply Agreement, a copy of which has been produced to the EGM marked “B” and initialled by the chairman of the EGM for identification purpose, be and is hereby confirmed, ratified and approved; and **THAT** any one or more of the directors of the Company be and are hereby authorised to execute and deliver such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary or desirable for the purpose of giving effect to the 2011 Wilmar Mutual Supply Agreement.”

3. “**THAT** (1) the depositary services to be provided by COFCO Finance Co., Ltd. pursuant to the financial services agreement dated 21 October 2011 between COFCO Agri-Industries Management Co., Ltd., COFCO Finance Co., Ltd. and the Company (the “**2011 Financial Services Agreement**”) be and are hereby approved subject to the relevant caps set out in the Circular; (2) the execution of the 2011 Financial Services Agreement, a copy of which has been produced to the EGM marked “C” and initialled by the chairman of the EGM for identification purpose, be and is hereby confirmed, ratified and approved; and **THAT** any one or more of the directors of the Company be and are hereby authorised to execute and deliver such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary or desirable for the purpose of giving effect to the 2011 Financial Services Agreement.”

By Order of the Board
CHINA AGRI-INDUSTRIES HOLDINGS LIMITED
NING Gaoning
Chairman

Hong Kong, 16 November 2011

Notes:

1. The register of members of the Company will be closed on Thursday, 1 December 2011 and Friday, 2 December 2011, during which no transfers of shares will be registered. In order to qualify for attendance and voting at the EGM, all transfer documents should be lodged for registration with the share registrar of the Company, Tricor Progressive Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong by 4:00 p.m. on Wednesday, 30 November 2011.
2. The resolutions set out in this Notice of EGM will be voted by poll.
3. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote for him. A proxy need not be a member of the Company.
4. A form of proxy for use at the EGM is enclosed. To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, must be deposited at the share registrar of the Company as soon as possible and in any event not less than 48 hours before the time scheduled for holding the EGM or any adjournment of it.
5. Where there are joint holders of any share, any one of such holders may vote at the EGM, 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 EGM 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 share shall alone be entitled to vote in respect of it.
6. Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person at the EGM or any adjourned meeting if he so desires. If a member attends the EGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.

As at the date of this notice, the Board comprises: Mr. NING Gaoning as chairman of the Board and a non-executive director, Mr. YU Xubo, Mr. LU Jun and Mr. YUE Guojun as executive directors; Mr. MA Wangjun and Mr. WANG Zhiying as non-executive directors; and Mr. LAM Wai Hon, Ambrose, Mr. Victor YANG and Mr. Patrick Vincent VIZZONE as independent non-executive directors.