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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of China Agri-Industries Holdings Limited (the “Company”) will be held at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Tuesday, 25 May 2010 at 10:00 a.m. for the following purposes:

As ordinary business:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2009.
2. To approve a final dividend of HK5.9 cents per share for the year ended 31 December 2009.
3. To approve the Scheme Amendment Proposal (as defined in the Company’s circular dated 22 April 2010), and any one or more of the directors of the Company be and are hereby authorized 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 Scheme Amendment Proposal.
4. (a) (i) To re-elect Mr. YU Xubo as an executive director and the managing director of the Company;
(ii) To re-elect Mr. CHI Jingtao as a non-executive director of the Company;
(iii) To re-elect Mr. LAM Wai Hon, Ambrose as an independent non-executive director of the Company; and
(b) To authorise the board of directors of the Company to fix the above executive director’s and non-executive directors’ remuneration.

5. To re-appoint auditors and authorise the board of directors of the Company to fix their remunerations.

As special business:

6. To consider and, if thought fit, approve that the authorised share capital of the Company be increased from HK\$400,000,000 divided into 4,000,000,000 shares to HK\$1,000,000,000 divided into 10,000,000,000 shares by creation of an additional HK\$600,000,000 divided into 6,000,000,000 shares ranking pari passu in all respects with the existing issued and unissued shares.
7. To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares, options, warrants or similar rights to subscribe for any shares in the Company, and to make and grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to the shares of the Company issued as a result of a Rights Issue (as defined in paragraph (d) of this resolution) or pursuant to the exercise of options under any existing share option scheme of the Company or similar arrangement or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company’s articles of association, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the end of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of Hong Kong to be held;
- (iii) revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the directors of the Company to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

B. “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution the expression “Relevant Period” shall have the same meaning as assigned to it under ordinary resolution numbered 7A(d) in the notice of annual general meeting of which this resolution forms part.”

C. “THAT:

conditional upon resolutions numbered 7A and 7B of the notice of annual general meeting of which this resolution forms part being passed, the aggregate nominal amount of shares in the capital of the Company which is repurchased by the Company under the authority granted to the directors of the Company as mentioned in such resolution numbered 7B shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to

be allotted by the directors of the Company pursuant to such resolution numbered 7A, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this resolution.”

By Order of the Board
CHINA AGRI-INDUSTRIES HOLDINGS LIMITED
Yu Xubo
Managing Director

Hong Kong, 22 April 2010

Notes:

1. The register of members of the Company will be closed from Monday, 24 May 2010 to Tuesday, 25 May 2010, both dates inclusive and during which no transfers of shares will be registered. In order to qualify for attendance and voting at the AGM, all transfer documents should be lodged for registration with the share registrar and transfer office of the Company, Tricor Progressive Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong by 4:00 p.m. on Thursday, 20 May 2010.
2. The resolutions set out in this Notice of AGM will be voted on by poll.
3. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
4. A form of proxy is enclosed. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the share registrar and transfer office of the Company, Tricor Progressive Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment hereof.
5. The explanatory statement required by the Listing Rules of the Stock Exchange in connection with the repurchase mandate is despatched to shareholders together with this notice.
6. Where there are joint holders of any share, any one of such holders may vote at the AGM, 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 AGM 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.
7. Completion and return of the form of proxy will not preclude a member from attending the AGM and voting in person at the AGM or any adjourned meeting if he so desires. If a member attends the AGM 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 a non-executive director and chairman of the Board, Mr. YU Xubo, Mr. LU Jun and Mr. YUE Guojun as executive directors; Mr. CHI Jingtao and Mr. MA Wangjun as non-executive directors; and Mr. LAM Wai Hon, Ambrose, Mr. Victor YANG and Mr. Patrick Vincent VIZZONE as independent non-executive directors.