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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)**

**VOTING RESULTS OF**  
**ANNUAL GENERAL MEETING HELD ON 25 MAY 2010**

China Agri-Industries Holdings Limited (the “Company”) is pleased to announce the poll results in respect of the annual general meeting (“AGM”) of the Company for the year ended 31 December 2009 held at 10:00 a.m. on 25 May 2010. The chairman of the AGM demanded that voting be made by poll on all the proposed resolutions. All resolutions were approved by shareholders and the voting details are as follows:

Ordinary Resolutions		Number of Valid Votes (percentage of total valid votes cast) (%)	
		For	Against
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.	2,864,895,712 (99.9935%)	186,000 (0.0065%)
The resolution was duly passed as an ordinary resolution.			
2.	To approve a final dividend of HK5.9 cents per share for the year ended 31 December 2009.	2,953,551,590 (99.9937%)	185,000 (0.0063%)
The resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		Number of Valid Votes (percentage of total valid votes cast) (%)	
		For	Against
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.	2,943,352,138 (99.6484%)	10,384,452 (0.3516%)
The resolution was duly passed as an ordinary resolution.			
4.	(a) (i) To re-elect Mr . YU Xubo as an executive director and the managing director of the Company.	2,905,554,981 (98.3688%)	48,181,609 (1.6312%)
The resolution was duly passed as an ordinary resolution.			
	(a) (ii) To re-elect Mr. CHI Jingtao as a non-executive director of the Company.	2,619,770,054 (88.6934%)	333,966,536 (11.3066%)
The resolution was duly passed as an ordinary resolution.			
	(a) (iii) To re-elect Mr. LAM Wai Hon, Ambrose as an independent non-executive director of the Company.	2,915,220,590 (98.6961%)	38,515,000 (1.3039%)
The resolution was duly passed as an ordinary resolution.			
	(b) To authorise the board of directors of the Company to fix the above executive director's and non-executive directors' remuneration.	2,953,478,590 (99.9936%)	190,000 (0.0064%)
The resolution was duly passed as an ordinary resolution.			
5.	To re-appoint auditors and authorise the board of directors of the Company to fix their remunerations.	2,953,545,590 (99.9936%)	190,000 (0.0064%)
The resolution was duly passed as an ordinary resolution.			
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.	2,677,798,107 (90.9811%)	265,448,713 (9.0189%)
The resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		Number of Valid Votes (percentage of total valid votes cast) (%)	
		For	Against
7.	A. To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company.	2,717,175,171 (92.3190%)	226,070,649 (7.6810%)
The resolution was duly passed as an ordinary resolution.			
	B. To grant a general mandate to the directors to repurchase the Company's own shares.	2,953,544,590 (99.9937%)	186,000 (0.0063%)
The resolution was duly passed as an ordinary resolution.			
	C. To add the nominal amount of the shares repurchased under resolution 7B to the mandate granted to the directors under resolution 7A.	2,716,776,171 (92.3075%)	226,403,649 (7.6925%)
The resolution was duly passed as an ordinary resolution.			

As at the date of the AGM, the issued share capital of the Company was 3,860,281,839 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. There was no share entitling the holder to attend and vote only against any of the resolutions proposed at the AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM.

Tricor Progressive Limited, the Company's share registrar in Hong Kong, acted as the scrutineer in respect of the voting at the AGM.

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

Hong Kong, 25 May 2010

*As at the date of this announcement, 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.*