



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 ^(Note 1)	
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Proxy Form for the Annual General Meeting

I/We ^(*) _____ of _____ ^(Note 2)

being the registered holder(s) of above-specified number of shares of HK\$0.10 each of in China Agri-Industries Holdings Limited (the "Company") now appoint _____

(I.D. No.: _____ of _____ Tel. No.: _____) ^(Note 4)

the chairman of the meeting as my/our ^(*) proxy(ies) to attend and vote for me(us) on the following resolutions in accordance with the instruction(s) below and on my (our) ^(*) behalf at the annual general meeting of the Company ("AGM") to be held at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on 25 May 2010 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the AGM. In the absence of any indication, the proxy may vote for or against the resolutions at his (her) own discretion ^(Note 5).

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
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 HK\$5.9 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.		
(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.		
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	A. To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company.		
	B. To grant a general mandate to the directors to repurchase the Company's own shares.		
	C. To add the nominal amount of the shares repurchased under resolution 7B to the mandate granted to the directors under resolution 7A.		

Date: _____ 2010

Signature(s): _____ ^(Note 6)

Notes:

- Please insert the number of share(s) of HK\$0.10 each in the Company registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- (*)Please delete as appropriate.
- Please insert the name and address of your proxy. If this is left blank, the chairman of the AGM will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the meeting provided that such proxies must attend the meeting in person on your behalf. Any alteration made to his proxy form must be signed by the signatory.
- Attention: If you wish to vote FOR any resolution, please indicate with a "✓" in the appropriate space under "For". If you wish to vote AGAINST any resolution, please indicate with a "✓" in the appropriate space under "Against". In the absence of any such indication, the proxy will vote or abstain at his discretion.
- This form of proxy must be signed under hand by you or your attorney duly authorized on your behalf. If the appointor is a legal person, this form must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation.
- 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.
- 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.
- This 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 and transfer office of the Company, Tricor Progressive Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time scheduled for holding the AGM or any adjournment of it.