

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of China Agri-Industries Holdings Limited. This announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.



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)

**PROPOSAL FOR THE PRIVATISATION OF
CHINA AGRI-INDUSTRIES HOLDINGS LIMITED
BY COFCO (HONG KONG) LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 673 OF THE COMPANIES ORDINANCE)**

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

China Agri-Industries Holdings Limited (the “**Company**”) refers to the announcement jointly published by COFCO (Hong Kong) Limited and the Company on 27 November 2019 (the “**Announcement**”) in relation to the Proposal. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The board of directors of the Company (the “**Board**”) announces that Somerley Capital Limited, a corporation licensed by the SFC to carry on Type 1 (Dealing in Securities) and Type 6 (Advising on Corporate Finance) regulated activities under the SFO, has been appointed pursuant to Rule 2.1 of the Takeovers Code, as the independent financial adviser (the “**Independent Financial Adviser**”) to advise the Independent Board Committee (comprising all of the independent non-executive directors of the Company) in connection with the Proposal, the Scheme and the Option Offer. The appointment of the Independent Financial Adviser has been approved by the Independent Board Committee.

The letter of advice of the Independent Financial Adviser to the Independent Board Committee and the recommendation of the Independent Board Committee will be included in the Scheme Document to be issued to the Shareholders.

Shareholders and potential investors should be aware that the implementation of the Proposal, the Scheme and the Option Offer are subject to the conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented, the Scheme may or may not become effective and the Option Offer may or may not be implemented. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By Order of the Board
China Agri-Industries Holdings Limited
LUAN Richeng
Chairman

Hong Kong, 10 December 2019

As at the Announcement Date, the Board comprises: Mr. LUAN Richeng as chairman of the Board and non-executive Director; Mr. WANG Zhen, Mr. XU Guanghong and Ms. HUA Jian as executive Directors; Mr. JIA Peng and Mr. MENG Qingguo as non-executive Directors; and Mr. LAM Wai Hon, Ambrose, Mr. Patrick Vincent VIZZONE and Mr. ONG Teck Chye as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.