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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)

**(1) 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)**
AND
**(2) PROPOSED WITHDRAWAL OF LISTING OF
CHINA AGRI-INDUSTRIES HOLDINGS LIMITED**

**PRECAUTIONARY MEASURES FOR THE COURT MEETING AND
THE GENERAL MEETING TO BE HELD ON 6 MARCH 2020**

References are made to (i) the joint announcement dated 27 November 2019 (the “**Privatisation Announcement**”) jointly made by China Agri-Industries Holdings Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”), as the offeree company, and COFCO (Hong Kong) Limited (the “**Offeror**”), as the offeror, in relation to the proposal (the “**Proposal**”) for the privatisation of the Company by the Offeror by way of a scheme of arrangement under Section 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong); (ii) the scheme document jointly issued by the Offeror and the Company on 14 February 2020 in relation to the Proposal, the Scheme and the Option Offer (the “**Scheme Document**”); and (iii) the notice of Court Meeting and the notice of General Meeting, both dated 14 February 2020, in relation to the Court Meeting and the General Meeting to be held at Crystal Ballroom, Level B3, Holiday Inn Golden Mile Hong Kong (the “**Hotel**”), 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 6 March 2020 at 10:00 a.m. and at 10:30 a.m. (or, if later, immediately after the conclusion or adjournment of the Court Meeting), respectively. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings ascribed to them in the Scheme Document.

Taking into account the recent developments relating to the novel coronavirus (COVID-19), the Company has been informed by the Hotel that there will be compulsory body temperature screening by the Hotel in respect of all persons visiting the Hotel from 8 a.m. to 11 p.m. and anyone with a body temperature of more than 37.5 degrees Celsius will not be given access to the Hotel. In our case, denied entry to the Hotel also means you will not be allowed to attend the Court Meeting and General Meeting. The Company is supportive of these efforts given the development of COVID-19 and, in addition, will require all who attend the Court Meeting and General Meeting to wear facial surgical masks before they are permitted to attend, and during their attendance of, the Court Meeting and the General Meeting.

The Company strongly urges Shareholders, particularly Shareholders who are subject to quarantine in relation to COVID-19, to complete, sign and return the relevant form of proxy in respect of the Court Meeting and/or the General Meeting pursuant to which you may appoint any person or the respective chairman of the Court Meeting and/or the General Meeting as a proxy to vote on the respective resolution.

The forms of proxy were despatched to Shareholders together with the Scheme Document, and can otherwise be downloaded from the website of the Company at www.chinaagri.com or HKEXnews at www.hkexnews.hk. Completion and return of a form of proxy for the Court Meeting and/or the General Meeting will not preclude you from attending and voting in person at the relevant meeting or any adjournment thereof if you so wish and are able to satisfy the screening measures mentioned above. In the event that you attend and vote at the relevant meeting or any adjournment thereof after having lodged a form of proxy, your returned form of proxy will be deemed to have been revoked by operation of law.

In order to be valid, the relevant form of proxy together with the letter or power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof (in the case of a corporation, either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the Directors), must be lodged with the Company's share registrar, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time appointed for holding the Court Meeting or any adjournment thereof or no later than 48 hours before the time appointed for holding the General Meeting or any adjournment thereof, as the case may be. As set out in the "Expected Timetable" section of the Scheme Document, the expected latest times for lodging forms of proxy in respect of the Court Meeting and the General Meeting are at 10:00 a.m. and 10:30 a.m. on Wednesday, 4 March 2020, respectively.

Shareholders and potential investors of the Company should be aware that the implementation of the Proposal will only become effective upon all the Conditions being satisfied or validly waived (as applicable) and thus the Scheme may or may not become effective. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their licensed securities dealer, registered institution in securities, bank manager, solicitor or other professional adviser.

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

Hong Kong, 28 February 2020

As at the date of this announcement, 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 of the Company 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.