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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 RESULT OF EXTRAORDINARY GENERAL MEETING
HELD ON 7 JULY 2017**

Reference is made to the circular of China Agri-Industries Holdings Limited (the “**Company**”) dated 20 June 2017 (the “**Circular**”) containing, among other things, (1) details of the Agreement and the Acquisition, and (2) a notice convening the EGM of the Company. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Company announces the poll result in respect of the EGM held on 7 July 2017 at 10:00 a.m. as follows:

Resolution		Number of Votes (%)	
		For	Against
1.	To approve the Agreement and the transactions contemplated thereunder (<i>Note</i>)	862,627,347 (99.99%)	79,712 (0.01%)
The resolution was duly passed as an ordinary resolution.			

Note: Please refer to the notice of the EGM for full text of the above resolution.

The chairman of the EGM demanded that voting be made by poll on the above resolution. The resolution was approved.

As at the date of the EGM, the total number of shares in issue of the Company is 5,249,880,788 shares. As disclosed in the Circular, COFCO Corporation and its associates were required to, and did, abstain from voting in relation to the above resolution. To the best knowledge of the Company has and after having made all reasonable enquiries by the Company, COFCO Corporation and its associates hold in aggregate 3,046,106,257 shares of the Company. Accordingly, the total number of shares of the Company entitling the holders to attend and vote for or against the above resolution as set out in the notice of the EGM is 2,203,774,531 shares. There were no shares which entitled the shareholders of the Company to attend and vote only against any resolution at the EGM.

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

As the above resolution was approved by the independent shareholders of the Company, condition (4) for the second payment installment of the Consideration as disclosed in the Circular has been fulfilled.

The proposed Acquisition is subject to the satisfaction or waiver (where applicable) of a number of conditions and, accordingly, may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares or other securities of the Company.

By Order of the Board
China Agri-Industries Holdings Limited
YU Xubo
Chairman

Hong Kong, 7 July 2017

As at the date of this announcement, the Board comprises: Mr. YU Xubo as chairman of the Board and non-executive director; Mr. DONG Wei, Ms. YANG Hong and Mr. SHI Bo as executive directors; Mr. LI Jian and Mr. JIA Peng as non-executive directors; and Mr. LAM Wai Hon, Ambrose, Mr. Patrick Vincent VIZZONE and Mr. ONG Teck Chye as independent non-executive directors.