

URGENT AND REQUIRES YOUR IMMEDIATE ATTENTION



CHINA AGRI-INDUSTRIES HOLDINGS LIMITED
中國糧油控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 22.11 in DISCLOSEABLE 8 330.1 (AND 8 3.1 (CONNECTEDS

Independent Board Committee and the independent shareholders



Optima Capital Limited

A C A - C H B C w Compan) 20

B C C , 21 38

A B , B3, H G H (EGM) C , w , H

F , 7 2017 10:00 . 45 46 . A EG

48 (w)

EG (. . H 10:00 . . 5 2017)

. C EG

w

w

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
LETTER FROM THE INDEPENDENT BOARD COMMITTEE	20
LETTER FROM THE INDEPENDENT FINANCIAL ADVISER	21
APPENDIX I GENERAL INFORMATION	39
NOTICE OF THE EGM	45

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

A

C

E

☒

A

25

2017

w

614.7,

A

C

),

DEFINITIONS

E G G A
C

E 100% C F
C FC F & D C , .
☒ C

G C

FA C ,
☒ 1 (), ☒ 4 ()
) ☒ 6 ()
F

B C B C
A

B C B C
- w A

A C FC

D 14 2017,

C F 25 2017 ,
C

F G ☒
E H

- - 25 2017
C F C F

E (. .)
)

DEFINITIONS

C , C

C FC F H ,

w - w B C

☒ (• W z 4 \

C ☒ (• ¥ • ')

w C FC ☒ C 25

2017 F (E W ~) B

☒

B F (E W ~) F (E W ~)

☒ B

B , w C

F F (C 571

w H)

() () C

()

E ☒ E H

☒ B , - (

- , , ,

(G),)

☒ C C FC F F & D C , . (•

E W ~ . Ü V P " ® !) ,

C

☒ B ☒ F (E W ~)

C FC C

☒ A

☒ A F (E

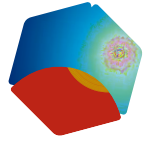
W ~) B ☒ w C FC

C 25 2017

C FC F & D C , . (• . Ü

V P " ® !) ,

C w - w C F



中糧
COFCO

LETTER FROM THE BOARD

w , , (1)
A A , (2) B C w
, (3) FA
B C , (4)
EG .

2. THE AGREEMENT

A w :

Date

25 2017

Parties

: C FC F H
: C FC F & D C . .

Subject Matter

A ,
C , C w E w - w C .
C .

w
C :

Before the Completion

COFCO

the Company

Target Company

Consideration

. [X] C A w , C w , A B1,050
w : C , D

(1) 31 D 2015 2016; [X] B

(2) w A ;

(3) ;

(4) [X] B w w C w w

LETTER FROM THE BOARD

(6) D w A
A

Pa ment

C B1,050 w
w

B315 (30% C)
w , w w
, w
A .
B315
31 2017.

w w w
w, (1) (30%
C , . . . B315)
, ; (2)
B315 (30% C)
, :

(1)
A , ;

(2) C A
w ;

(3) -
A ()
w w ;

(4) C F C A ;

(5) - C FC A ;

(6) A
w C . C

A D , (1) (5)

LETTER FROM THE BOARD

Termination

A , ,
 . A , A w
 , A w
 , .
 .

3. UNDERTAKINGS BY CHINA FOODS

C F () - ()
 25 2017.

(i) Non-competition Undertaking

- , C F
 C C . C F w
 B , C :
 (1) C F w w
 B C ;
 (2) C F , w
 B C ; w , w
 (3) C F (. .)
 10% ,
 C , C F , w B w
 C , C F ,
 F - , C F
 C F ; () w , ()
 (50%) 50% , w ,
 w , .

(ii) Letter of Undertaking

, C F ,
 C w , , ,

LETTER FROM THE BOARD

4. RELEVANT FORTUNE (E W ~) BRAND TRADEMARKS

The Registered Trademark License Contract

C w C FC C FC C FC
 F (E W ~) B C , C FC
 w :

(1) C FC C B ;

(2) w C FC B .

C FC F (E W ~) B w
 C w :

(1) 0.02% ()
 / F (E W ~) B
 C , , .

(2) w C FC .

w
 C .
 25 2017 31 D 2020. C

, C FC
 C w w
 C C .

The Trademarks Option Agreement

C , C FC w C w
 F (E W ~) B :

(1) C ()
 w), C F (E W ~)
 C FC B C ;

(2) C FC C B
 C FC , C
 C FC B F (E W ~)
 B C .

☒

F ((((☒☒ ☒B2.9 ☒

(iii) Product overview

Our B F (E W ~)
(C FC), w w - w -
C w w .
(. . .) , (. . . , , w) ,
- (. . . ,) -
(- , , G,) .
47.1% 1.3% , 31 D 2016. B 51.6%,
- - .

B , 87% w
F (E W ~) 98% w
- 31 D 2016.

(iv) Distribution channels

6 6.

(v) **Financial information**

		w		C	
			w		
C	A	31 D	2015	2016. <input checked="" type="checkbox"/>	, <input checked="" type="checkbox"/>
B		31 D	2016 w	B42,739,000. <input checked="" type="checkbox"/>	
				For the ear ended	For the ear ended
				31 December 2016	31 December 2015
				<i>(approximatel</i>	<i>(approximatel</i>
				<i>RMB thousand)</i>	<i>RMB thousand)</i>
	G			9,279,253	8,199,298
				1,041,438	1,003,358
		<input checked="" type="checkbox"/>			
	C			80,055	93,341
		<input checked="" type="checkbox"/>			
	C			80,055	93,341
	Note: <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	B	31 D	2015 2016 w
				w	.

(vi) **Emplo ees**

,

- . E

LETTER FROM THE BOARD

Extensive sales network nationwide

██████████
C ██████████ 550,000 - - ██████████ C ██████████
██████████, -C ██████████
w . ██████████ G ██████████ (B2C), w ██████████
██████████ w ██████████ (B2B) ██████████
██████████, ██████████, ██████████. ██████████ E ██████████ G w ██████████
██████████ w .

██████████ G ██████████, ██████████
██████████ . ██████████
2016, B4.7 ██████████ 31 D 2016. A 31 D
C , ██████████ w ██████████ 180,000 - - .
██████████, w ██████████
H w , ██████████, w ██████████
██████████, w ██████████
D , ██████████. A A ,
w ██████████ B ██████████
G , ██████████,
w ██████████
w ██████████ w .
██████████ G , ██████████, A
G ██████████

Right to use the Fortune (E W ~) brand

C FC w F (E W ~) ██████████ C ██████████
██████████ - ██████████
██████████ ██████████ C , F (E W ~) ██████████
C , w w ██████████
██████████

A A , C FC ██████████ C ██████████
F (E W ~) ██████████ B ██████████ C FC ██████████
██████████ C ██████████ B . ██████████ G ,
██████████, ██████████ w .
B , D A
G , ██████████

LETTER FROM THE BOARD

7. GENERAL INFORMATION ON THE PARTIES

The Group

G
C. C
w , , w

The Purchaser

w - w C

China Foods

C F H - (: 506).
w , -

The Vendor

C
w - w C F .
w , C , B , w
 B C .

8. LISTING RULES IMPLICATIONS

The Acquisition

A w
A 5%
25%, A
C C 14
A , C FC 58.02%
C C
w - w C F , w 74.1%
w C FC . , C
A , A C
C 14A

LETTER FROM THE BOARD

Registered Trademark License Contract

B, C A, C
C F, C FC
C C 14A
.
A C A, C
C, C FC,
C (C),
 C w C
C 14A . H w,
0.1% F (E W ~) B
 w w C FC . A,
 C w,
C 14A .

Trademarks Option Agreement

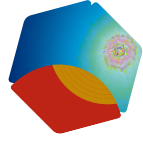
14A.24(2), C FC (C) w
C A .
14A.79(2), ,
w ,
,
. A w C FC , , ,
 w C , , ,
0.1%
C w ,
C 14A .

9. EXTRAORDINARY GENERAL MEETING

EG w A A . , ,
EG w . EG w
, C FC w
A A A . A D , w
C 58.02% C , C FC
A A A , - D
A A

A EG C B , B3, H G
H , 50 , 45 46 , w , H F , 7 2017
10:00 . .

EG (),
w
H w C , 183 , E , H C , 22,



中糧
COFCO

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the text of a letter of advice from Optima Capital Limited to the Independent Board Committee and the independent shareholders of the Company, which has been prepared for the purpose of inclusion in this circular.



1501, 15 F
H

1 C
C
H

20 2017

To: The Independent Board Committee and
the independent shareholders of the Company

D ,

DISCLOSEABLE AND CONNECTED TRANSACTION

INTRODUCTION

B C w A
 . D A
 C 20 2017 (**Circular**), w .
 C w
 .
 25 2017, C FC F H (C FC F & D C ., .(w - w C F) A , w - w C F) A , w
 w
 E ,
 C C B1,050
 ,
 A A ()
 A 5% 25%,
 A C 14.06
 , w 74.1% C FC , w
 C C 58.0%
 C C
 A C
 14A.25 ,
 C 14A .

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

☒ B C , -
D , . H , A , . ☒
C ,
w A
w A G C
w , w B
C .
w C , ,
A ,
A . A
w w w w C , ,
 , .

BASIS OF OUR OPINION

A , C , w C w , ,
D 2015 (**FY2015**) 2016 (**FY2016**), 31
☒ B F 2015 F 2016, C .
G , , D
D
w ,
w. , w , w
G ☒ C .

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

, w w

:

A. INFORMATION ON THE GROUP

1. Principal business of the Group

☑ G , ,
w :

() , . ☑ G ,
, , ,
F (E []), (,),
(®®) G (€) (**Upstream Oilseeds Processing Business**);

() , w
(, , w),
(G), ,
w (**Biochemical and
Biofuel Business**);

() (**Rice Business**);

() (**Wheat Processing
Business**);

() (**Brewing Materials Business**).

☑ G w C F (**China Foods
Group**) 2007 C F 2016,

, w , w , C. ☑
B G

G .

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2. Financial performance of the Group

F 2015 F 2016 (w F 2016 FY2016 Annual Report):	C	G F 2015
		FY2016 HK\$' million	FY2015 HK\$' million
		89,163	82,548
<i>Upstream Oilseeds Processing Business</i>		50,434	41,053
<i>Biochemical and Biofuel Business</i>		11,526	14,622
<i>Rice Business</i>		9,196	9,986
<i>Wheat Processing Business</i>		8,946	8,528
<i>Brewing Materials Business</i>		2,685	2,617
<i>Corporate and others</i>		6,376	5,742
		6,243	4,286
		1,530	1,675
		(6,284)	(6,177)
		296	162
		(253)	(323)
/()		1,532	(377)
/()		1,419	(333)
C		0.270	(0.063)
E / () (EPS) (HK\$)		0.270	(0.063)
G , F 2016 F 2015 w		56.6%	49.7%
B , . D		21.2%	8.0%
G (. . B B B)		22.9%	
, G			
F 2015. G			
G F 2016 w			
B			
H \$41,053 H \$50,434			
w .			
G , w			
G ,			
G ,			
11.0% F 2016. G			
B			
D			
A w			
G .			

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

A F 2016 A , G ' w
 5.2% 7.0% w w
 F 2016.

B 45.7%
 , G w C
 H \$333 F 2015 w C
 H \$1,419 F 2016. E G F 2016 w
 H \$0.270.

3. Financial position of the Group

w F 2016 A :	G 31 D 2016
	As at 31 December 2016 <i>HK\$' million</i>
Non-current assets	28,576
,	21,790
-	6,786
Current assets	43,550
C	17,887
A	7,586
	2,903
	15,174
Current liabilities	39,193
-	21,594
A w	3,308
	14,291
Non-current liabilities	2,621
-	1,596
-	1,025
Total equity	30,312
E w C (NAV)	26,249
-	4,063
A (HK\$)	5.0

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As at 31 December 2016, the Group's net assets were approximately HK\$21,790 million, compared with approximately HK\$17,887 million at 31 December 2015. The Group's net assets increased by approximately 21.2% from 31 December 2015 to 31 December 2016, primarily due to the disposal of the Group's investment in China Foods, which contributed to an increase of approximately 2.0%.

The Group's revenue for the year ended 31 December 2016 was approximately HK\$23,190 million, compared with approximately HK\$21,790 million for the year ended 31 December 2015. The Group's revenue increased by approximately 6.0% from 31 December 2015 to 31 December 2016, primarily due to the disposal of the Group's investment in China Foods, which contributed to an increase of approximately 59.2%.

The Group's profit for the year ended 31 December 2016 was approximately HK\$5.00 million, compared with approximately HK\$1.00 million for the year ended 31 December 2015. The Group's profit increased by approximately 400% from 31 December 2015 to 31 December 2016, primarily due to the disposal of the Group's investment in China Foods, which contributed to an increase of approximately 5.4%.

B. INFORMATION ON CHINA FOODS

China Foods is a subsidiary of the Group. The Group's investment in China Foods was approximately HK\$15 million at 31 December 2016, compared with approximately HK\$15 million at 31 December 2015. The Group's investment in China Foods increased by approximately 0% from 31 December 2015 to 31 December 2016, primarily due to the disposal of the Group's investment in China Foods, which contributed to an increase of approximately 506%.

C. INFORMATION ON THE TARGET COMPANY AND THE TARGET BUSINESS

1. The Target Company and the Target Business

The Target Company was established in 1993. The Target Company's revenue for the year ended 31 December 2016 was approximately HK\$100 million, compared with approximately HK\$100 million for the year ended 31 December 2015. The Target Company's revenue increased by approximately 0% from 31 December 2015 to 31 December 2016, primarily due to the Reorganisation. The Target Company's profit for the year ended 31 December 2016 was approximately HK\$10 million, compared with approximately HK\$10 million for the year ended 31 December 2015. The Target Company's profit increased by approximately 0% from 31 December 2015 to 31 December 2016, primarily due to the Reorganisation.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Products

B
 - , , G,
 . - (. . .),
 (. . . , , w) - (. . . ,
).

The Relevant Fortune (E W ~) Brand Trademarks

B F (E W ~) B
 1993. C , - ,
 F (E W ~) B . 25 2017,
 , C C FC
 C w C FC C
 F (E W ~) B (Licence)
 C 31 D 2020. C FC
 C w C .
 C w C FC
 C B .
 F (E W ~) B
 C , C FC w C w
 C C FC F (E W ~) B
 () w C C
 B ; () C FC C
 B C FC ,

Distribution network

w B , w 550,000
 C , -C
 , w , .

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Class of markets	Number of markets identified	Number of markets where the Target Company has presence through its sales outlets	Percentage of coverage of the Target Company
Class A market:			
2	41	41	100%
Class B market:			
278	278	278	100%
Class C market:			
2,000	1,600	80%	
Class D market:			
34,872	19,180	55%	

2. Financial information of the Target Business

(i) *Financial performance*

	FY2016 RMB' million	FY2015 RMB' million
G	9,279.3	8,199.3
	1,041.4	1,003.4
	80.0	93.3

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

w w
 B (. .) w B
 C F 25 2017.
 C w H
 F w C F . A w
 , w B F 2015 F 2016
 C B .
 D - F (E W
 ~) , , , ,
 B F 2016 13.2% F 2015. H w ,
 B 3.8% F 2016
 B -F
 (E W ~) - w w , w w
 F 2016.
 F 2015, B18.6
 w . C w C F '
 B . , B , F 2016,
 w B1.0 .
 B F 2016
 14.3% B93.3 B80.0 , w -
 B18.1 F 2016 w w
 C (**One-off Reorganisation Expense**). - E
 w
 A , B w
 B98.1 (**FY2016 Adjusted Profit**),
 5.1% B F 2015.
 B F 2016 w .

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) *Financial position*

	w	<input checked="" type="checkbox"/> B	31	
D	2016	:		
			As at	
			31 December	
			2016	
			<i>RMB' million</i>	
	Non-current assets		3.8	
			3.2	
			0.6	
	Current assets		2,287.2	
			1,286.0	
	A		307.0	
			414.2	
	C		188.6	
			91.4	
	Current liabilities		2,248.3	
	A		1,568.0	
			680.3	
	Non-current liabilities			
	NAV of the Target Business		42.7	
	A 31 D 2016,	<input checked="" type="checkbox"/> B		
()		B1,286.0 ; ()		
	B721.2 ; ()			
B188.6 ; ()		- . B F 2016		
A		<input checked="" type="checkbox"/> B 31 D 2016,		
		<input checked="" type="checkbox"/> B w 4.3%.		
	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> B ,		B2,248.3	
			B1,568.0	
	. <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> B		-	w .
	A 31 D 2016,	<input checked="" type="checkbox"/> B		
B42.7 (H \$49.3). B F 2016		
A	A <input checked="" type="checkbox"/> B 31 D 2016,			
	<input checked="" type="checkbox"/> B w 229.7%, w w			
<input checked="" type="checkbox"/> B				

D. REASONS FOR AND BENEFITS OF THE ACQUISITION

A
C F G 2007. , G w ,
B B

B w -
F (E W ~). C C 30%
/ 70% w .

A B , B w A
C w w
w:

1. Transformational integration of the edible oil business: A w
G ,
w w
 C , w ()
w , ,
; () E G
.

2. Extensive distribution network: A , E G w
550,000
C, w w G w ,

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) Payment and conditions precedent

- C w w

:

() B315 (30%)

C) , w

A .
- () B315 (30%)

C) w C (

) w

A , ,

C ,

A A ,

C FC ,

C F C ,

A .
- () B420 (40%)

C) w w

A , ,

w - w

C A , w

C A ,

,

.

(iii) Consideration

A , C w B1,050 . D

C

A C w.

(iv) *Undertakings b China Foods*

A B , C F
C C w C
B C (**Competing Business**) C
C , C F G
C B C F G 10%
C B 10% C
C

(v) *Completion*

C w C
A w
A w
A w
w
w
C , C w w - w 7.9(C .5(.5

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(PE Ratio)
w (Comparable

Companies)

C . H w
w , - w -
;
E C C , w
H C

B ()
☒ B ; () E ,
w w ☒ B ,

(w) . w
(Edible Oil Segment)
E , w 50% E
w C H C . B , w
C H ☒ B C , w
E (SZSE) E (SGX) .
50% C' w
C C
w ☒ C
w w ☒ B

B , w C C
E , E E G . ☒
C G H
E C C E, E G w
() 0.8274, H (HS Inde)
13.9 E C 16.8
B D ; () 0.5129, H
E C 27.1 B
D (SZSE Factor); () 1.0451, H
G ☒ 13.3 B
D (SGX Factor), .

C C C w
☒ B -A
A G

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Compan name	Stock code	Businesses	Market Capitalisation (Note 1) HK\$' million	PE Ratio (Note 2) Times	Adjusted PE Ratio (Note 2) Times
(H)	411.H		2,633.1	9.9	9.9
C F	1006.H		2,282.8	7.6	7.6
w F C	000639.		9,875.9	56.7	29.1
D G C	002852.		9,172.5	29.0	14.9
H C C	600127. H		4,127.0	474.4	392.5
			125,826.2	14.7	15.4
			(Note 5)	23.6	15.4
			(Note 5)	14.7	14.9
			(Note 5)	56.7	29.1
				7.6	7.6

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

	Market Capitalisation (Note 1) HK\$' million	PE Ratio (Note 2) Times	Adjusted PE Ratio (Note 2) Times
E C F 2016	B1,050	13.1	13.1
E C F 2016 A (Implied PE Ratio)	B1,050	10.7	10.7

Source: Bloomberg and the Stock Exchange

Notes:

1. The Company's market capitalisation is HK\$1,050 million as at the end of the reporting period.
 2. The Company's market capitalisation is based on the closing price of the Company's shares on the Stock Exchange as at the end of the reporting period.
 3. The Company's market capitalisation is based on the closing price of the Company's shares on the Stock Exchange as at the end of the reporting period. The implied PE Ratio is based on the implied market capitalisation of the Company's shares on the Stock Exchange as at the end of the reporting period. The implied PE Ratio is based on the implied market capitalisation of the Company's shares on the Stock Exchange as at the end of the reporting period.
 4. The Company's market capitalisation is based on the closing price of the Company's shares on the Stock Exchange as at the end of the reporting period.
 5. The Company's market capitalisation is based on the closing price of the Company's shares on the Stock Exchange as at the end of the reporting period.
 6. The Company's market capitalisation is based on the closing price of the Company's shares on the Stock Exchange as at the end of the reporting period.
- A comparison of the implied PE Ratio of the Company's shares on the Stock Exchange as at the end of the reporting period with the implied PE Ratio of the Company's shares on the Stock Exchange as at the end of the reporting period is as follows:
- | | 7.6 | 29.1 | (Comparable Range), w |
|---|------|------|-------------------------|
| E | 15.4 | 14.9 | , . |
- The implied PE Ratio of the Company's shares on the Stock Exchange as at the end of the reporting period is 10.7, which is within the implied PE Ratio of the Company's shares on the Stock Exchange as at the end of the reporting period.
- The implied PE Ratio of the Company's shares on the Stock Exchange as at the end of the reporting period is 12.4, which is within the implied PE Ratio of the Company's shares on the Stock Exchange as at the end of the reporting period.
- The implied PE Ratio of the Company's shares on the Stock Exchange as at the end of the reporting period is 10.7, which is within the implied PE Ratio of the Company's shares on the Stock Exchange as at the end of the reporting period.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

G. FINANCIAL EFFECT OF THE ACQUISITION

1. Earnings

For the period from 1 January 2016 to 31 December 2016, the Group's earnings were \$113.3 million, compared with \$98.1 million for the corresponding period in 2015. The increase in earnings is primarily due to the acquisition of the Group's subsidiary, B, which contributed \$229.7 million to the Group's earnings for the period from 1 January 2016 to 31 December 2016. The Group's earnings were \$0.270 per share for the period from 1 January 2016 to 31 December 2016, compared with \$0.288 per share for the corresponding period in 2015.

-A

2. Effect on gearing

The Group's gearing ratio at 31 December 2016 was 70%, compared with 30% at 31 December 2015. The increase in gearing is primarily due to the acquisition of the Group's subsidiary, B, which contributed \$26,249.3 million to the Group's net assets for the period from 1 January 2016 to 31 December 2016. The Group's gearing ratio was 59.2% at 31 December 2015, compared with 62.4% at 31 December 2014.

3. NAV

The Group's net asset value (NAV) at 31 December 2016 was \$1,154.5 million, compared with \$49.3 million at 31 December 2015. The increase in NAV is primarily due to the acquisition of the Group's subsidiary, B, which contributed \$1,105.2 million to the Group's net assets for the period from 1 January 2016 to 31 December 2016. The Group's NAV was \$1,000 million at 31 December 2014, compared with \$1,154.5 million at 31 December 2015.

C

E G w C . w

4. Working capital

A C , 31 D 2016, C
 H \$90.0 . H
 H \$7,586 , H \$90.0 ,
 - w H \$23,190 , G ' ,
 H \$598.8 31 D 2016, C
 B1,050 (H \$1,212.2) w
 30% w 70% w , w
 G ' w .

RECOMMENDATION

H , w
 A C
 w . A
 . B
 C , EG A

Unless the context requires otherwise, all amounts in RMB are translated into HK\$ at an exchange rate of RMB1:HK\$1.1545. Such translation should not be construed as a representation that the amount in question has been, could have been or could be converted at an particular rate at all.

OPTIMA CAPITAL LIMITED
Ng Ka Po
Senior Director

Mr. Ng Ka Po is licensed person and responsible officer of Optima Capital Limited

1. RESPONSIBILITY STATEMENT

, w D
 , w C . D
 , w ,
 w w

2. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

A D w C
 w F ,
 D , C
 (w F) w
 C E D 7 8
 F (w w
 F), w , 352 F ,
 C , w w C
 E C D
 (, Discloseable Interests) w w :

Interests in the Shares and underlying shares of the Company

Name	Capacity	Number of Shares held in long position	Number of underlying Shares held in long position (Note 1)	Percentage (Note 2)
	B w	235,364	636,000	0.02%
	(Note 3)			
D G	B w		1,197,000	0.02%
A G H	B w	136,500	1,680,000	0.03%
H B	B w	48,000	1,680,000	0.03%
E	B w	100,000		0.00%

Interests in shares of associated corporation

Name	Name of associated corporation	Capacity	Number of shares held in long position	Percentage (Note 4)
A G H	C	B w	10,000	0.00%

Notes:

1. w 47 50 C ' 2016 C .
2. D , 5,249,880,788 C .
3. 235,364 w .
4. D , 14,231,124,858 C .
D , D D .

3. SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS

A D , w (D C) C C 336 F :

Name	Capacity	Number of shares held (Note 1)	Percentage (Note 2)
H	B w	2,681,315,430	51.07%
C FC (H)	B w	364,790,827	6.95%
		2,681,315,430	51.07%
	(Note 3)		
C FC C		3,046,106,257	58.02%
	(Note 4)		

Notes:

1. C .
 2. w D , 5,249,880,788 . C
 3. w H , w - w C FC (H) .
 4. w H C FC (H) , w - w C FC C .
- C , w D D , C w w C D 2 3 F C 336 F .

4. DIRECTORS' SERVICE CONTRACTS

A D , D w C G w w () .

5. DIRECTORS' INTERESTS IN ASSETS OR CONTRACTS OR ARRANGEMENT

A D , D w 31 D 2016, w G w , G , w , G .

A D , D w , G w w G .

6. LITIGATION

A D , w w D G .

7. COMPETING INTERESTS

8.10 , w D C w

G :

C FC . C FC . , .

C FC C FC A .

C FC w : w

(1) C FC B (A) C ., . (**COFCO Biochemical**), w

w C . C FC

B ;

(2) C FC A (**COFCO Agri**), w w

C C .

C FC A w

(C) A : A , A , E , A

. G & , w

(w , ,) (,

w , , , w , ,

(, w , ,

));

. , w , , ;

. A , w - .

8. MATERIAL ADVERSE CHANGE

☐ w G

31 D 2016, w

G .

9. EXPERT'S QUALIFICATION AND CONSENT

w
:

Name

Qualification

11. DOCUMENTS AVAILABLE FOR INSPECTION

- C w C , w 31 F , C FC w , 262 G ,
C w B , H EG :
- (1) A ;
 - (2) ;
 - (3) - ;
 - (4) C ;
 - (5) A ;
 - (6) B C , w
20 ;
 - (7) FA, w 21 38 ;
 - (8) FA E ,
C ;
 - (9) .

NOTICE OF THE EGM

Notes:

1. A C w
2. ☐ C w 4 2017 7 2017 (),
w
EG ,
C , ☐ 22, H w C , 183 , w
E , H 4:30 . . . 3 2017.
3. A EG
4. (), EG ,
w ,
EG , w
C
5. A EG . ☐ , w w
() w , w
- EG , 48 ()
EG (. . . H 10:00 . . . 5 2017)
6. C w EG
EG , EG
w
7. ☐ EG w EG .

As at the date of this notice, 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 Ch e as independent non-executive directors.