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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 RESULTS OF  
EXTRAORDINARY GENERAL MEETING HELD ON 2 DECEMBER 2011**

China Agri-Industries Holdings Limited (the “Company”) announces the poll results in respect of the extraordinary general meeting (the “EGM”) of the Company held on 2 December 2011 at 10:00 a.m. as follows:

		<b>Number of Valid Votes (percentage of total valid votes cast) (%)</b>	
		<b>For</b>	<b>Against</b>
<b>Ordinary Resolutions</b>			
1.	To approve the 2011 COFCO Mutual Supply Agreement subject to relevant caps set out in the circular of the Company dated 16 November 2011 (the “Circular”); confirm, ratify and approve the execution of the aforesaid agreement; and authorise the director(s) to do such acts in connection with the aforesaid agreement.	643,987,853 (99.99%)	2,000 (0.01%)
The resolution was duly passed as an ordinary resolution.			
2.	To approve the 2011 Wilmar Mutual Supply Agreement subject to relevant caps set out in the Circular; confirm, ratify and approve the execution of the aforesaid agreement; and authorise the director(s) to do such acts in connection with the aforesaid agreement.	2,970,164,667 (99.99%)	2,000 (0.01%)
The resolution was duly passed as an ordinary resolution.			

		Number of Valid Votes (percentage of total valid votes cast) (%)	
		For	Against
<b>Ordinary Resolutions</b>			
3.	To approve the 2011 Financial Services Agreement subject to relevant caps set out in the Circular; confirm, ratify and approve the execution of the aforesaid agreement; and authorise the director(s) to do such acts in connection with the aforesaid agreement.	232,339,200 (36.08%)	411,649,653 (63.92%)
The resolution was not passed as an ordinary resolution.			

The chairman of the EGM demanded that voting be made by poll on all of the above resolutions. All resolutions, except resolution numbered 3, were approved by shareholders.

As of the date of the EGM, the total number of shares in issue of the Company is 4,038,369,839 shares. Based on the knowledge the Company has and after having made all reasonable enquiries by the Company, COFCO Corporation and its associates hold in aggregate 2,336,314,814 shares of the Company and Wilmar International Limited and its associates do not hold any shares of the Company. Accordingly, the total number of shares of the Company entitling the holders to attend and vote for or against the resolutions numbered 1 and 3 and the resolution numbered 2 as set out in the notice of the EGM respectively is 1,702,055,025 shares and 4,038,369,839 shares. As disclosed in the Circular, COFCO Corporation and its associates were required to, and did, abstain from voting in relation to the aforesaid resolutions numbered 1 and 3. 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.

By Order of the Board  
**China Agri-Industries Holdings Limited**  
**NING Gaoning**  
*Chairman*

Hong Kong, 2 December 2011

*As at the date of this announcement, the Board comprises Mr. NING Gaoning as chairman of the Board and a non-executive director; Mr. YU Xubo, Mr. LU Jun and Mr. YUE Guojun as executive directors; Mr. MA Wangjun and Mr. WANG Zhiying as non-executive directors; and Mr. LAM Wai Hon, Ambrose, Mr. Victor YANG and Mr. Patrick Vincent VIZZONE as independent non-executive directors.*