

H... E... C... k E... H...
... k ...

H... E... C... k E... H...
... k ...

If you are in any doubt
... k ...

... k ...

If you have sold or transferred ... C... H...
... k ...

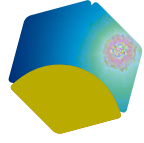
... k ...



中米
COFCO

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中糧
COFCO

COFCO is a state-owned enterprise of the People's Republic of China. COFCO is a state-owned enterprise of the People's Republic of China. COFCO is a state-owned enterprise of the People's Republic of China.

Before the Completion

COFCO

the Company

Target Company

LETTER FROM THE BOARD

Consideration

... A, C ... A B1,050
... C ... C, D ...
...

(1) ... B ...
31 D ... 2015 ... 2016;

(2) ... k ...
... k ... A ...;

(3) ... k ...
...

(4) ... C ...
... B ... k ...
... k ... k ...
550,000 ... C ... D ...
... B ... k ...
... k ...;

(5) ... A ...
... A ... B ... G ...

... D ... C ...
... C ...

G ... k ...
C ...
C ...

(1) D ... C ...

(2) B ... 1993 ...

(3) A ...

(4) A ... 100% ...
C ... C ...

(5) D ... k ...
A ... A ...;

LETTER FROM THE BOARD

(6) D _____ A _____
A _____

Payment

C _____ B1,050 _____

_____ B315 _____ (_____ 30% _____ C _____)
_____ k _____
_____ A _____
_____ B315 _____ k _____
31 2017.

_____ (1) _____ (_____ 30%
C _____ B315 _____) _____ k _____
_____ k _____; (2)
_____ B315 _____ (_____ 30% _____ C _____) _____
_____ k _____:

- (1) _____ A _____ ;
- (2) _____ C _____ A _____ ;
- (3) _____ - k _____
_____ A _____ (_____)
_____ ;
- (4) _____ C - F _____ C _____ A _____ ;
- (5) _____ - k _____ C FC _____ A _____ ;
- (6) _____ A _____
_____ C _____ C _____

A _____ D _____ (1) (5) _____

LETTER FROM THE BOARD

Termination

At the meeting, the Board resolved, subject to the approval of the shareholders, to terminate the appointment of Mr. [Name] as a director of the Company. The Board also resolved to appoint Mr. [Name] as a director of the Company, subject to the approval of the shareholders. The Board further resolved to appoint Mr. [Name] as a director of the Company, subject to the approval of the shareholders.

3. UNDERTAKINGS BY CHINA FOODS

China Foods (the "Company") has undertaken the following undertakings to the Board of Directors (the "Board") on 25 [Month] 2017.

(i) Non-competition Undertaking

The Company has undertaken the following undertakings to the Board of Directors (the "Board") on 25 [Month] 2017:

- (1) The Company will not, directly or indirectly, engage in any business that competes or may compete with the business of the Company.
- (2) The Company will not, directly or indirectly, engage in any business that competes or may compete with the business of the Company.
- (3) The Company will not, directly or indirectly, engage in any business that competes or may compete with the business of the Company.

The Company has undertaken the following undertakings to the Board of Directors (the "Board") on 25 [Month] 2017:

(ii) Letter of Undertaking

The Company has undertaken the following undertakings to the Board of Directors (the "Board") on 25 [Month] 2017:

LETTER FROM THE BOARD

4. RELEVANT “FORTUNE” (E W ~) BRAND TRADEMARKS

The Registered Trademark License Contract

_____ k _____ C FC _____ k
C _____ C FC _____ C _____, C FC _____
_____ F _____ (E W ~) B _____ k _____ C _____
_____ :

- (1) C FC _____ C _____ B _____;
- (2) _____ C FC _____ B _____.

_____ F _____ (E W ~) B _____ k _____
C FC _____ k _____
C _____ :

- (1) _____ 0.02% _____ (_____)
_____ F _____ (E W ~) B _____
_____ k _____ C _____,
- (2) _____ C FC _____.

_____ k _____ C _____
_____ k _____ C _____
25 _____ 2017 _____ 31 D _____ 2020.

_____ , C FC _____ k _____ k _____
C _____
C _____ k _____ C _____.

The Trademarks Option Agreement

_____ C _____, C FC _____ C _____
_____ F _____ (E W ~) B _____ k _____ :

- (1) E _____ k _____ C _____ (_____)
_____ C FC _____ F _____ (E W ~)
B _____ k _____ C _____;
- (2) C FC _____ C _____ B _____
_____ C FC _____ C _____
C FC _____ F _____ (E W ~)
B _____ k _____ C _____.

(iii) Product overview

The Br... k... F... (E W ~) ... C FC), ... -k ... k ... k ... k ... (...), ... (...), ... (...), ... (...). 51.6%, 47.1% ... 1.3%, ... 31 D ... 2016. B ...

√E ... Br ... 87% ... F... (E W ~) ... 98% ... 31 D ... 2016.

(iv) Distribution channels

... k... C ... 6 8.6.

LETTER FROM THE BOARD

(v) Financial information

For the year ended 31 December 2015, the Group's total assets were RMB4,279,253 (2014: RMB4,199,298) and total liabilities were RMB3,438,000 (2014: RMB3,195,960). The Group's net assets were RMB841,253 (2014: RMB1,003,338). The Group's total assets were RMB4,279,253 (2014: RMB4,199,298) and total liabilities were RMB3,438,000 (2014: RMB3,195,960). The Group's net assets were RMB841,253 (2014: RMB1,003,338).

	For the year ended 31 December 2016 <i>(approximately RMB thousand)</i>	For the year ended 31 December 2015 <i>(approximately RMB thousand)</i>
Revenue	9,279,253	8,199,298
Cost of sales	(8,238,015)	(7,196,000)
Gross profit	1,041,238	1,003,298
Operating expenses	(960,783)	(912,957)
Operating profit	80,455	80,341
Finance income	80,055	93,341
Finance expenses	(80,055)	(93,341)
Profit before income tax	80,455	80,341
Income tax	(1,000)	(1,000)
Profit after income tax	79,455	79,341

Note: The Group's profit after income tax for the year ended 31 December 2015 is RMB79,341,000 (2014: RMB79,341,000).

(vi) Employees

At 31 December 2016, the Group had 1,400 employees. The Group's employees are primarily located in the People's Republic of China. The Group's employees are primarily located in the People's Republic of China. The Group's employees are primarily located in the People's Republic of China.

(vii) Industry overview

The Group is primarily engaged in the provision of information technology services. The Group is primarily engaged in the provision of information technology services. The Group is primarily engaged in the provision of information technology services. The Group is primarily engaged in the provision of information technology services. The Group is primarily engaged in the provision of information technology services.

The Group's revenue is primarily derived from the provision of information technology services. The Group's revenue is primarily derived from the provision of information technology services. The Group's revenue is primarily derived from the provision of information technology services.

LETTER FROM THE BOARD

... E
... B...
... D... B... k...
... E... k... F... (E
W~)
... D...
... k...
...
...

6. REASONS FOR THE ACQUISITION AND BENEFIT TO THE GROUP

G...
2007... k... C...
... C... k...
... C... k... C...
550,000... C...
F... (E W~) ... k...

Transformational integration upstream and downstream business

A... G...
... C... G...
... k...
...;

- ... k...
... G...;
- C...
...;
- E... G...
... k...
...;
- F... G...
... C... E...
... C...

E... G...
... k... E... G...
...
...

LETTER FROM THE BOARD

Extensive sales network nationwide

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

G k
B4.7 31 D 2016. A 31 D
2016, k 180,000
C k
H k
k
A A
D k B
G k
k.

G A
G

Right to use the "Fortune" (E W ~) brand

C FC Fortune (E W ~) C
k
k Fortune (E W ~)
C k

A A, C FC C
 Fortune (E W ~) B C FC
C B G

B D A
G

LETTER FROM THE BOARD

Registered Trademark License Contract

B C A C C F C FC C 14A

A C A C C FC C (C), C C 14A H F (EW) B k C FC .A k C C 14A

Trademarks Option Agreement

14A.24(2), k C FC (C) C A

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

9. EXTRAORDINARY GENERAL MEETING

EG A A

EG k C FC A A A D, k C , C FC 58.02% C

A A A D A k A

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

VE ... EG (...), ...
... C ... 22,
H ... C ... 183 ... E ... H ...



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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 606)

20 , 2017

To the independent shareholders of the Company

Dear Shareholders,

DISCLOSEABLE AND CONNECTED TRANSACTION

We refer to the Board's resolution on 20 , 2017 (the "Resolution") to approve the proposed acquisition of 100% equity interest in [Company Name] (the "Acquisition") by the Company. The Acquisition is a discloseable and connected transaction of the Company under Chapter 14A of the Listing Rules. The details of the Acquisition are set out in the Circular, which is available on the Company's website at [Website Address].

Having considered the Acquisition, the Independent Board Committee (the "IBCO") has concluded that the Acquisition is in the best interests of the Company and its shareholders as a whole. The IBCO is composed of three independent non-executive directors, namely [Name], [Name] and [Name].

LAM Wai Hon, Ambrose
*Independent
Non-executive Director*

Patrick Vincent VIZZONE
*Independent
Non-executive Director*

ONG Teck Chye
*Independent
Non-executive Director*

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
1C
C
H

20, 2017

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

D

DISCLOSEABLE AND CONNECTED TRANSACTION

INTRODUCTION

On 25 February 2017, the Company's independent financial adviser, Optima Capital Limited ("Optima"), advised the Independent Board Committee and the independent shareholders of the Company regarding the proposed acquisition of 100% of the equity interest of the Company's subsidiary, [REDACTED] ("Subsidiary").

On 25 February 2017, the Company's independent financial adviser, Optima Capital Limited ("Optima"), advised the Independent Board Committee and the independent shareholders of the Company regarding the proposed acquisition of 100% of the equity interest of the Company's subsidiary, [REDACTED] ("Subsidiary").

As at 31 December 2016, the Company's net assets were approximately HK\$14.06 million. The Company's net assets were approximately HK\$14.06 million as at 31 December 2016. The Company's net assets were approximately HK\$14.06 million as at 31 December 2016.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

For the purpose of this letter, the Independent Financial Adviser has considered the following factors and reasons:

A. INFORMATION ON THE GROUP

1. Principal business of the Group

The Group is principally engaged in the following businesses:

- (i) **Upstream Oilseeds Processing Business**; (the "Upstream Oilseeds Processing Business");
- (ii) **Biochemical and Biofuel Business**; (the "Biochemical and Biofuel Business");
- (iii) **Rice Business**; (the "Rice Business");
- (iv) **Wheat Processing Business**; (the "Wheat Processing Business");
- (v) **Brewing Materials Business**; (the "Brewing Materials Business").

The Group is a subsidiary of China Foods Group Limited (the "China Foods Group"). In 2007, the China Foods Group was listed on the Hong Kong Stock Exchange. In 2016, the China Foods Group was re-listed on the Shanghai Stock Exchange. The China Foods Group is a public company listed on the Shanghai Stock Exchange. The China Foods Group is a public company listed on the Shanghai Stock Exchange. The China Foods Group is a public company listed on the Shanghai Stock Exchange.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2. Financial performance of the Group

For the purpose of this letter, the financial performance of the Group is presented in the following table, which is derived from the consolidated financial statements of the Group for the financial years ended 31 December 2016 and 31 December 2015. The financial performance of the Group for the financial year ended 31 December 2016 is presented in the Group's FY2016 Annual Report.

	FY2016 HK\$' million	FY2015 HK\$' million
Revenue	89,163	82,548
Cost of sales	(38,729)	(36,495)
Gross profit	6,243	4,286
Other income	1,530	1,675
Other expenses	(6,284)	(6,177)
Operating profit	296	162
Finance income	(253)	(323)
Finance expense	1,532	(377)
Share of profits of associates	1,419	(333)
Profit/(loss) attributable to equity holders of the Company (EPS) (HK\$)	0.270	(0.063)

The Group's revenue for FY2016 increased by 8.0% from FY2015. The Group's gross profit for FY2016 increased by 46.6% from FY2015. The Group's operating profit for FY2016 increased by 76.5% from FY2015. The Group's profit attributable to equity holders of the Company for FY2016 increased by 11.0% from FY2015.

The Group's revenue for FY2016 increased by 8.0% from FY2015. The Group's gross profit for FY2016 increased by 46.6% from FY2015. The Group's operating profit for FY2016 increased by 76.5% from FY2015. The Group's profit attributable to equity holders of the Company for FY2016 increased by 11.0% from FY2015.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

A ... F 2016 A ... G ...
 5.2% ... 7.0% ...
 F 2016.

B ... 45.7% ...
 G ... C ...
 F 2015 ... C ...
 F 2016. E ... G ... F 2016 ...
 \$0.270.

3. Financial position of the Group

G ... 31 D ... 2016 ...
 F 2016 A ... :

	As at 31 December 2016 <i>HK\$' million</i>
Non-current assets	28,576
Property, plant and equipment	21,790
Intangible assets	6,786
Current assets	43,550
Cash and bank balances	17,887
Accounts receivable	7,586
Accounts payable	2,903
Prepaid expenses	15,174
Current liabilities	39,193
Accounts payable	21,594
Accounts receivable	3,308
Other payables	14,291
Non-current liabilities	2,621
Accounts payable	1,596
Other payables	1,025
Total equity	30,312
Equity attributable to owners of the Company (NAV)	26,249
Minority interest	4,063
A ... (HK\$)	5.0

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

A 31 D 2016, G ()
H \$21,790 ; ()
H \$17,887 ; () H \$7,586

B C F 2016
G 31 D 2016, G
2.0%.

G
k H \$23,190
(k
k) A ,
59.2% G
G 31 D 2016
19.4%.

A 31 D 2016 H \$5.00
G C
F 2016 A 5.4%.

B. INFORMATION ON CHINA FOODS

C F C FC (k E H (k C :
() A C F F 2016, :

() C -C 15 ,
C -C C ;

() G (—i)

() k k
k , G, ()
B)).

C. INFORMATION ON THE TARGET COMPANY AND THE TARGET BUSINESS

1. The Target Company and the Target Business

C F G B 1993. 2016, C
F
C C B C
(**Reorganisation**). C

C 19 2016
B100 B C

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As at 31 December 2016, the Target Company has identified 31 Class A markets, 278 Class B markets, 2,000 Class C markets and 34,872 Class D markets. The Target Company has sales outlets in 41 Class A markets, 278 Class B markets, 1,600 Class C markets and 19,180 Class D markets.

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:			
Class A market	31	41	100%
Class B market:			
Class B market	278	278	100%
Class C market:			
Class C market	2,000	1,600	80%
Class D market:			
Class D market	34,872	19,180	55%

2. Financial information of the Target Business

(i) *Financial performance*

The Target Company's financial performance for the years ended 31 December 2015 and 31 December 2016 is as follows:

	FY2016 RMB' million	FY2015 RMB' million
Revenue	9,279.3	8,199.3
Operating profit	1,041.4	1,003.4
Profit before tax	80.0	93.3

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) *Financial position*

The following table sets out the financial position of the Target Business as at 31 December 2016:

	As at 31 December 2016
	<i>RMB' million</i>
Non-current assets	3.8
Property, plant and equipment	3.2
Intangible assets	0.6
Current assets	2,287.2
Cash and cash equivalents	1,286.0
Accounts receivable	307.0
Prepaid expenses and other receivables	414.2
Contract assets	188.6
Other current assets	91.4
Current liabilities	2,248.3
Accounts payable	1,568.0
Other current liabilities	680.3
Non-current liabilities	–
NAV of the Target Business	42.7

As at 31 December 2016, the Target Business had cash and cash equivalents of RMB1,286.0 million; accounts receivable of RMB721.2 million; prepaid expenses and other receivables of RMB188.6 million; contract assets of RMB188.6 million; other current assets of RMB91.4 million; accounts payable of RMB1,568.0 million; and other current liabilities of RMB680.3 million. The NAV of the Target Business as at 31 December 2016, as determined by the Independent Financial Adviser, was RMB42.7 million, which is 4.3% of the NAV of the Target Business as at 31 December 2016, as determined by the Independent Financial Adviser.

The NAV of the Target Business as at 31 December 2016, as determined by the Independent Financial Adviser, was RMB42.7 million, which is 4.3% of the NAV of the Target Business as at 31 December 2016, as determined by the Independent Financial Adviser.

As at 31 December 2016, the Target Business had cash and cash equivalents of RMB1,286.0 million; accounts receivable of RMB721.2 million; prepaid expenses and other receivables of RMB188.6 million; contract assets of RMB188.6 million; other current assets of RMB91.4 million; accounts payable of RMB1,568.0 million; and other current liabilities of RMB680.3 million. The NAV of the Target Business as at 31 December 2016, as determined by the Independent Financial Adviser, was RMB42.7 million, which is 4.3% of the NAV of the Target Business as at 31 December 2016, as determined by the Independent Financial Adviser.

D. REASONS FOR AND BENEFITS OF THE ACQUISITION

A... G... G...
C... F... G... 2007...
B... k...
F... (E W~). C... C... 30%
70%

A... B... B... A...
C...

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

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

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(PE Ratio)
 (Comparable
 Companies)

C H
 k
 E C C
 k H C

B ()
 B ; () k E ,
 B ,
 k k
 () E

(Edible Oil Segment)
 k E , 50% E
 B

C C H C
 C H B C

k E (SSE) ,
 k E (SZSE) k E (SGX) E
 G

50% C k
 E C C

k B

B C C
 k E , E E G k C C
 C k k G H k k

E C C E E G
 () 0.8274, H k E (HS Index)
 13.9 EC 16.8

B D ; () 0.5129, H
 EC 27.1 B

D (SZSE Factor) ; () 1.0451, H
 G 13.3 B
 D (SGX Factor) ,

E C C
 C
 B k -A
 G
 A

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 HK\$98.1 million (2015: HK\$113.3 million). The Group's earnings per share for the period from 1 January 2016 to 31 December 2016, were HK\$0.2297, compared with HK\$0.270 for the period from 1 January 2015 to 31 December 2015. The Group's earnings per share for the period from 1 January 2016 to 31 December 2016, were HK\$0.288, compared with HK\$0.270 for the period from 1 January 2015 to 31 December 2015.

2. Effect on gearing

At 31 December 2016, the Group's net assets were HK\$26,249.3 million (2015: HK\$15,531.6 million). The Group's net assets were HK\$26,249.3 million (2015: HK\$15,531.6 million) at 31 December 2016, compared with HK\$15,531.6 million at 31 December 2015. The Group's net assets were HK\$26,249.3 million (2015: HK\$15,531.6 million) at 31 December 2016, compared with HK\$15,531.6 million at 31 December 2015.

3. NAV

At 31 December 2016, the Group's net assets were HK\$26,249.3 million (2015: HK\$15,531.6 million). The Group's net assets were HK\$26,249.3 million (2015: HK\$15,531.6 million) at 31 December 2016, compared with HK\$15,531.6 million at 31 December 2015. The Group's net assets were HK\$26,249.3 million (2015: HK\$15,531.6 million) at 31 December 2016, compared with HK\$15,531.6 million at 31 December 2015.

At 31 December 2016, the Group's net assets were HK\$26,249.3 million (2015: HK\$15,531.6 million). The Group's net assets were HK\$26,249.3 million (2015: HK\$15,531.6 million) at 31 December 2016, compared with HK\$15,531.6 million at 31 December 2015. The Group's net assets were HK\$26,249.3 million (2015: HK\$15,531.6 million) at 31 December 2016, compared with HK\$15,531.6 million at 31 December 2015.

4. Working capital

As at 31 December 2016, the working capital of the Company is as follows:

Current assets	HK\$90.0	Current liabilities	HK\$90.0
Prepaid expenses	HK\$7,586	Accounts payable	HK\$23,190
Other receivables	HK\$598.8	Other payables	HK\$1,212.2
Other receivables	B1,050		
Other receivables	30%		70%
Other receivables			

RECOMMENDATION

The Board of Directors of the Company, including the independent non-executive directors, has reviewed the financial statements and the working capital of the Company for the year ended 31 December 2016. The Board is satisfied that the financial statements of the Company for the year ended 31 December 2016 are true and fair, and that the working capital of the Company is adequate for the Company's operations.

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 registered with the SFC to carry out type 1 (dealing in securities), type 2 (dealing in derivatives), type 3 (dealing in securities), type 4 (dealing in securities), type 5 (dealing in securities), type 6 (dealing in securities), type 7 (dealing in securities), type 8 (dealing in securities), type 9 (dealing in securities), type 10 (dealing in securities), type 11 (dealing in securities), type 12 (dealing in securities), type 13 (dealing in securities), type 14 (dealing in securities), type 15 (dealing in securities), type 16 (dealing in securities), type 17 (dealing in securities), type 18 (dealing in securities), type 19 (dealing in securities), type 20 (dealing in securities), type 21 (dealing in securities), type 22 (dealing in securities), type 23 (dealing in securities), type 24 (dealing in securities), type 25 (dealing in securities), type 26 (dealing in securities), type 27 (dealing in securities), type 28 (dealing in securities), type 29 (dealing in securities), type 30 (dealing in securities), type 31 (dealing in securities), type 32 (dealing in securities), type 33 (dealing in securities), type 34 (dealing in securities), type 35 (dealing in securities), type 36 (dealing in securities), type 37 (dealing in securities), type 38 (dealing in securities), type 39 (dealing in securities), type 40 (dealing in securities), type 41 (dealing in securities), type 42 (dealing in securities), type 43 (dealing in securities), type 44 (dealing in securities), type 45 (dealing in securities), type 46 (dealing in securities), type 47 (dealing in securities), type 48 (dealing in securities), type 49 (dealing in securities), type 50 (dealing in securities), type 51 (dealing in securities), type 52 (dealing in securities), type 53 (dealing in securities), type 54 (dealing in securities), type 55 (dealing in securities), type 56 (dealing in securities), type 57 (dealing in securities), type 58 (dealing in securities), type 59 (dealing in securities), type 60 (dealing in securities), type 61 (dealing in securities), type 62 (dealing in securities), type 63 (dealing in securities), type 64 (dealing in securities), type 65 (dealing in securities), type 66 (dealing in securities), type 67 (dealing in securities), type 68 (dealing in securities), type 69 (dealing in securities), type 70 (dealing in securities), type 71 (dealing in securities), type 72 (dealing in securities), type 73 (dealing in securities), type 74 (dealing in securities), type 75 (dealing in securities), type 76 (dealing in securities), type 77 (dealing in securities), type 78 (dealing in securities), type 79 (dealing in securities), type 80 (dealing in securities), type 81 (dealing in securities), type 82 (dealing in securities), type 83 (dealing in securities), type 84 (dealing in securities), type 85 (dealing in securities), type 86 (dealing in securities), type 87 (dealing in securities), type 88 (dealing in securities), type 89 (dealing in securities), type 90 (dealing in securities), type 91 (dealing in securities), type 92 (dealing in securities), type 93 (dealing in securities), type 94 (dealing in securities), type 95 (dealing in securities), type 96 (dealing in securities), type 97 (dealing in securities), type 98 (dealing in securities), type 99 (dealing in securities), type 100 (dealing in securities).

1. RESPONSIBILITY STATEMENT

Directors, the Company's management and the Company's employees are not aware of any information that would constitute a material change in the Company's financial position, operations, or business prospects, or any other information that would constitute a material change in the Company's financial position, operations, or business prospects, or any other information that would constitute a material change in the Company's financial position, operations, or business prospects.

2. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

The following table sets forth the interests of the Directors and the Chief Executive Officer of the Company in the Company's shares and underlying shares of the Company as of the date of this report. The interests of the Directors and the Chief Executive Officer are disclosed in accordance with the requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder. The interests of the Directors and the Chief Executive Officer are disclosed in accordance with the requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder. The interests of the Directors and the Chief Executive Officer are disclosed in accordance with the requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

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)
[Name]	B	235,364	636,000	0.02%
[Name]	B	[Number]	1,197,000	0.02%
[Name]	B	136,500	1,680,000	0.03%
[Name]	B	48,000	1,680,000	0.03%
[Name]	B	100,000	[Number]	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 r	C	B	10,000	0.00%

Notes:

1. C
2. C
3. 235,364
4. C

3. SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS

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

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

Notes:

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

... k ... D ...
C ... D ...
C ... C ...
D ... 2 ... 3 ... F ...
k ... C ... 336 ... F ...

4. DIRECTORS' SERVICE CONTRACTS

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

5. DIRECTORS' INTERESTS IN ASSETS OR CONTRACTS OR ARRANGEMENT

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

A ... D, ... D ...
G ...
G ...

6. LITIGATION

A ... D, ...
k ... D ... G ...

7. COMPETING INTERESTS

8.10 D. C. k. G :

C FC . C FC A.

C FC C :

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

(2) C FC A. (COFCO Agri), C C.

C FC A. k A , A , E , A (C) A :

G & k () () () ;

A ,

8. MATERIAL ADVERSE CHANGE

G 31 D . 2016, G :

9. EXPERT'S QUALIFICATION AND CONSENT

(This section is intentionally left blank for the expert's signature and consent.)

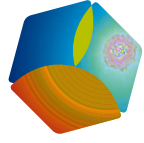
Name

Qualification

11. DOCUMENTS AVAILABLE FOR INSPECTION

C... 31... FC... 262 G... EG :

- (1) ... A...
- (2) ... k...
- (3) ... k...
- (4) ... k... C...
- (5) ... k... A...
- (6) ... B... C... 20...
- (7) ... FA, ... 21... 38...
- (8) ... FA ... E... C...
- (9) ...



中糧
COFCO

NOTICE OF THE EGM

Notes:

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