

*The information contained herein does not constitute an offer of securities for sale in the United States. Securities may not be offered, sold or delivered within the United States unless they are registered under applicable laws or are exempt from registration. No public offering of securities will be made in the United States.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated March 8, 2007 (the “**Prospectus**”) issued by China Agri-Industries Holdings Limited (the “**Company**”) for detailed information about the Global Offering described below before deciding whether or not to invest in the shares of the Company thereby being offered (the “**shares**”). Unless otherwise defined in this announcement, terms defined in the Prospectus have the same meanings when used in this announcement.*

*The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*In connection with the Global Offering, Goldman Sachs (Asia) L.L.C., as stabilizing manager, and/or its affiliates and agents on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or maintaining the market price of the shares at a level higher than that which might otherwise prevail for a limited period commencing from the day on which the shares commence trading on the Hong Kong Stock Exchange. However, there is no obligation on Goldman Sachs (Asia) L.L.C. or any person acting for it to conduct any such stabilizing action. Such stabilization may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). Such stabilization, if commenced, will be conducted at the absolute discretion of the stabilizing manager or any person acting for it and may be discontinued at any time, and must be brought to an end after a limited period. The number of shares being offered in the Global Offering may be increased by up to and not more than an aggregate of 104,677,000 shares through the exercise of the Over-allotment Option granted to the International Purchasers by the Company exercisable by Goldman Sachs (Asia) L.L.C. on behalf of the International Purchasers to, among other things, cover over-allocations (if any) in the International Offering, which option is exercisable at any time from the date of the International Purchase Agreement until 30 days after the last day for lodging applications under the Hong Kong Public Offering. In the event that such Over-allotment Option is exercised, a press announcement will be made.*



**中糧**  
**COFCO**

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

*(Incorporated in Hong Kong under the Hong Kong Companies Ordinance with limited liability)*

## **LISTING BY WAY OF INTRODUCTION AND GLOBAL OFFERING**

**Number of Offer Shares in the Global Offering : 860,911,545 shares (subject to the Over-allotment Option)**

**Number of Hong Kong Offer Shares : 86,092,000 new shares (subject to adjustment)**

**Number of International Offer Shares : 611,754,000 new shares and 163,065,545 Sale Shares (subject to adjustment and the Over-allotment Option)**

**Maximum Offer Price : HK\$3.72 per Hong Kong Offer Share (payable in full on application subject to refund on final pricing, plus brokerage of 1%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005%)**

**Nominal value : HK\$0.10 per share**

**Stock code : 606**

*Sole Global Coordinator and Sole Sponsor*

**Goldman  
Sachs**

**Goldman Sachs (Asia) L.L.C.**

*Joint Bookrunners and Joint Lead Managers*

**Goldman  
Sachs**



**BOC INTERNATIONAL**

Application has been made to the Listing Committee of the Hong Kong Stock Exchange for the granting of the listing of, and permission to deal in, the existing shares of our Company in issue, the shares to be issued pursuant to the Global Offering (including any additional shares which may be issued by the Company pursuant to the exercise of the Over-allotment Option) and any shares that may fall to be issued under the Share Option Scheme. Dealings in the shares on the Hong Kong Stock Exchange are expected to commence on Wednesday, March 21, 2007. Subject to the granting

of the listing of, and permission to deal in, the shares on the Hong Kong Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the shares on the Hong Kong Stock Exchange or such other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Global Offering comprises the Hong Kong Public Offering of initially 86,092,000 Hong Kong Offer Shares and the International Offering of initially 774,819,545 International Offer Shares (including 611,754,000 new shares and 163,065,545 Sale Shares). For allocation purposes only, the total number of Hong Kong Offer Shares available under the Hong Kong Public Offering will initially be divided equally into two pools: Pool A and Pool B (each comprising 43,046,000 Hong Kong Offer Shares). The Hong Kong Offer Shares in Pool A will be allocated on an equitable basis to applicants who have applied for Offer Shares with a total subscription amount (excluding brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee) of HK\$5 million or less; and the Hong Kong Offer Shares in Pool B will be allocated on an equitable basis to applicants who have applied for Offer Shares with a total subscription amount (excluding brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee) of more than HK\$5 million and up to the value of Pool B. Applicants should be aware that applications in Pool A and Pool B are likely to receive different allocation ratios. If Hong Kong Offer Shares in one pool (but not both pools) are under-subscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly. Applicants can only receive an allocation of Hong Kong Offer Shares from either Pool A or Pool B but not from both pools. Multiple or suspected multiple applications and any application for more than 43,046,000 Hong Kong Offer Shares will be rejected. Only one application on a **WHITE** or **YELLOW** Application Form or by way of giving **electronic application instructions** to HKSCC may be made for the benefit of any person. In addition, each applicant is required to undertake and confirm in the Application Form submitted by him that he and any person(s) for whose benefit he is making the application have not indicated an interest for, and will not apply for or take up, or indicate an interest for, any International Offer Shares. Applications where cheques or banker's cashier orders are dishonoured upon first presentation are liable to be rejected.

In connection with the Global Offering, we intend to grant the Over-allotment Option to the International Purchasers, exercisable by the Global Coordinator on behalf of the International Purchasers. Pursuant to the Over-allotment Option, the Global Coordinator will have the right, exercisable at any time from the date of the International Purchase Agreement up to 30 days from the last day for the lodging of applications under the Hong Kong Public Offering to require the Company to allot and issue up to an aggregate of 104,677,000 additional new shares of our Company, representing approximately 15% of

the initial number of new Offer Shares, at the Offer Price to, among other things, cover over-allocations in the International Offering, if any. If the Over-allotment Option is exercised in full, the additional shares will represent approximately 2.9% of our enlarged issued share capital following the completion of the Global Offering and the exercise of the Over-allotment Option. In the event that the Over-allotment Option is exercised, a press announcement will be made.

Acceptance of all applications for the Offer Shares pursuant to the Hong Kong Public Offering is conditional upon fulfillment of the conditions as stated in the section headed “Structure of the Global Offering – Conditions of the Hong Kong Public Offering” in the Prospectus. If the conditions are not fulfilled or waived prior to the time and date specified, the Global Offering will not proceed and will lapse. Notice of the lapse of the Hong Kong Public Offering will be published in the South China Morning Post (in English) and the Hong Kong Economic Journal (in Chinese) on the next day following such lapse. In such eventuality, all application monies received from applicants under the Hong Kong Public Offering will be refunded, **WITHOUT INTEREST**, on the terms set out under the section headed “Refund of your application monies” on the Application Forms and the section headed “Further Terms and Conditions of the Hong Kong Public Offering – Refund of Application Monies” of the Prospectus.

The Offer Price is expected to be fixed by agreement between the Joint Bookrunners (on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or before Thursday, March 15, 2007. The Offer Price will not be more than HK\$3.72 per share and is expected to be not less than HK\$3.10 per share. The Joint Bookrunners, on behalf of the Underwriters, may, where considered appropriate, based on the level of interest expressed by prospective professional, institutional, corporate and other investors during the book-building process, and with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative offer price range below that stated in the Prospectus at any time prior to the morning of the latest day for lodging applications under the Hong Kong Public Offering. In such a case, we will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the latest day for the lodging of applications under the Hong Kong Public Offering, cause to be published in the South China Morning Post (in English) and Hong Kong Economics Journal (in Chinese) notices of the reduction in the number of Offer Shares and/or the indicative offer price range. Upon issue of such a notice, the number of Offer Shares and/or the revised offer price range will be final and conclusive and the Offer Price, if agreed upon with us, will be fixed within such revised offer price range. Such notice will also include confirmation or revision, as appropriate, of the working capital statement, the offer statistics as currently set out in “Summary” of the Prospectus and any other financial information which may change as a result of such reduction. If applications for Hong Kong Offer Shares have been submitted,

then even if the number of Offer Shares and/or the offer price range is so reduced such applications cannot be subsequently withdrawn. If we and the Joint Bookrunners (on behalf of the Underwriters) are unable to reach agreement on the Offer Price, the Global Offering will not become unconditional and will lapse.

Applicants who would like to have the Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for the credit of their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should (i) complete and sign the **YELLOW** Application Forms, copies of which, together with copies of the Prospectus may be obtained during normal business hours from 9:00 a.m. on Thursday, March 8, 2007 until 12:00 noon on Tuesday, March 13, 2007 at the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Applicants who would like to have the Hong Kong Offer Shares issued in their own names should complete and sign the **WHITE** Application Forms. Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours in the same period from:

1. any participant of the Hong Kong Stock Exchange;
2. Goldman Sachs (Asia) L.L.C., 68th floor, Cheung Kong Centre, 2 Queen's Road, Central, Hong Kong
3. BOCI Asia Limited, 26th floor, Bank of China Tower, 1 Garden Road, Hong Kong
4. ICEA Capital Limited, 26th Floor, ICBC Tower, 3 Garden Road, Central, Hong Kong
5. DBS Asia Capital Limited, 22nd Floor The Center, 99 Queen's Road Central, Hong Kong
6. any of the following branches and/or sub-branches of **Bank of China (Hong Kong) Limited**, **Standard Chartered Bank (Hong Kong) Limited** and **Industrial and Commercial Bank of China (Asia) Limited**:

(a) **Bank of China (Hong Kong) Limited**

	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island:	Bank of China Tower Branch	3/F, 1 Garden Road, Central
	North Point (Kiu Fai Mansion) Branch	413-415 King's Road, North Point
	Taikoo Shing Branch	G 1006-7, Hoi Sing Mansion, Taikoo Shing
Kowloon:	TST - Humphrey's Avenue Branch	4-4A Humphrey's Avenue, Tsim Sha Tsui
	Whampoa Garden Branch	Shop G8B, Site 1, Whampoa Garden, Hung Hom
	Mong Kok (President Commercial Centre) Branch	608 Nathan Road, Mong Kok
	Kwun Tong Branch	20-24 Yue Man Square, Kwun Tong
	Diamond Hill Branch	G107, Plaza Hollywood, Diamond Hill
New Territories:	Shatin - Lucky Plaza Branch	Lucky Plaza, Wang Pok Street, Shatin
	Tseung Kwan O - East Point City Branch	Shop 101, East Point City, Tseung Kwan O

(b) **Standard Chartered Bank (Hong Kong) Limited**

	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island:	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Central Branch	Shop No. 16, G/F and Lower G/F, New World Tower, 16-18 Queen's Road Central, Central
	Leighton Centre Branch	Shop 12-16, UG/F, Leighton Centre, 77 Leighton Road, Causeway Bay
	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay
Kowloon:	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
	Cheung Sha Wan Branch	828 Cheung Sha Wan Road, Cheung Sha Wan
	Kwun Tong Branch	1A Yue Man Square, Kwun Tong
New Territories:	Metroplaza Branch	Shop Nos. 186-188, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Chung
	Yuen Long Branch	140, Yuen Long Main Road, Yuen Long
	Tuen Mun Town Plaza Branch	Shop No. G047 - G052, Tuen Mun Town Plaza Phase I, Tuen Mun

(c) **Industrial and Commercial Bank of China (Asia) Limited**

	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island:	Queen's Road Central Branch	122-126 Queen's Road Central, Central
	Wanchai Branch	117-123 Hennessy Road, Wanchai
	Sheung Wan Branch	Shop F, G/F, Kai Tak Commercial Building, 317-319 Des Voeux Road Central, Sheung Wan
Kowloon:	Prince Edward Branch	777 Nathan Road, Mongkok
New Territories:	Sha Tsui Road Branch	Shop 4, G/F., Chung On Building, 297-313 Sha Tsui Road, Tsuen Wan



Both **White** and **Yellow** Application Forms completed in all respects (to which cheques or banker's cashier orders, payable to **"Bank of China (Hong Kong) Nominees Limited – China Agri Holdings Public Offer"**, should be securely stapled) should be deposited in the special collection boxes provided at any of the the branches and sub-branches of **Bank of China (Hong Kong) Limited** or **Standard Chartered Bank (Hong Kong) Limited** or **Industrial and Commercial Bank of China (Asia) Limited** referred to above at the following times on the following dates:

**Thursday, March 8, 2007 – 9:00 a.m. to 5:00 p.m.**

**Friday, March 9, 2007 – 9:00 a.m. to 5:00 p.m.**

**Saturday, March 10, 2007 – 9:00 a.m. to 1:00 p.m.**

**Monday, March 12, 2007 – 9:00 a.m. to 5:00 p.m.**

**Tuesday, March 13, 2007 – 9:00 a.m. to 12:00 noon**

Investors can also apply for Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC as follows:

1. CCASS Investor Participants can give **electronic application instructions** to HKSCC through the CCASS Phone System by calling 2979 7888 or through the CCASS internet system (<https://ip.ccass.com>) (using the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC can also input **electronic application instructions** on behalf of CCASS Investor Participants if they go to the Customer Service Centre of HKSCC at 2/F, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong and complete an input request form. Prospectuses are also available for collection at the Customer Service Centre of HKSCC; and
2. those who are not CCASS Investor Participants can instruct their brokers or custodians who are CCASS Broker Participants or CCASS Custodian Participants to give **electronic application instructions** to HKSCC via CCASS terminals to apply for Hong Kong Offer Shares on their behalf.

CCASS Broker/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

**Thursday, March 8, 2007 – 9:00 a.m. to 8:30 p.m.**

**Friday, March 9, 2007 – 8:00 a.m. to 8:30 p.m.**

**Saturday, March 10, 2007 – 8:00 a.m. to 1:00 p.m.**

**Monday, March 12, 2007 – 8:00 a.m. to 8:30 p.m.**

**Tuesday, March 13, 2007 – 8:00 a.m. to 12:00 noon**

*Note: These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Broker/Custodian Participants.*

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, March 8, 2007 until 12:00 noon on Tuesday, March 13, 2007 (24 hours daily, except the last application day).

Subject to the terms and conditions set out in the Prospectus and the Application Forms relating thereto, applications must be received no later than 12:00 noon on Tuesday, March 13, 2007 (or if the application lists are not open on that day, then by 12:00 noon on the next business day the lists are open). Please see the section entitled “How to Apply for Hong Kong Offer Shares” in the Prospectus for further details. No receipt will be issued for application monies.

It is expected that the level of indication of interest in the International Offering, the Offer Price, the results of applications and the basis of allotment of Hong Kong Offer Shares will be published on Tuesday, March 20, 2007 in the South China Morning Post (in English) and the Hong Kong Economic Journal (in Chinese).

If you apply for 1,000,000 Hong Kong Offer Shares or more on a **WHITE** Application Form and have indicated your intention in your Application Form to collect your share certificate(s) and/or refund cheque (where applicable) from Progressive Registration Limited and have provided all information required by your Application Form, you may collect it/them in person from Progressive Registration Limited at 26/F Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong from 9:00 a.m. to 1:00 p.m. on Tuesday, March 20, 2007 or such other date as notified by our Company in the newspapers as the date of despatch/collection of share certificates/refund cheques. If you apply for less than 1,000,000 Hong Kong Offer Shares or if you apply for 1,000,000 Hong Kong Offer Shares or more but have not indicated on your Application Form that you will collect your refund cheque(s) and/or share certificate(s) (where applicable) in person, your refund cheque(s) and/or share certificate(s) (where applicable) will be sent to the address on your Application Form on Tuesday, March 20, 2007, by ordinary post and at your own risk.

If you are applying by using a **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC and your application is wholly or partially successful, your share certificate will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of any designated CCASS Participant giving **electronic application instructions** on your behalf or as instructed by you in your **YELLOW** Application Form at the close of business on Tuesday, March 20, 2007 or under contingent situations, on any other date as shall be determined by HKSCC or HKSCC Nominees



Limited. If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Hong Kong Offer Shares allocated to you with that CCASS Participant. If you are applying as a CCASS Investor Participant, you should check the announcement published by the Company on Tuesday, March 20, 2007 and report any discrepancies to HKSCC before 5:00 p.m. on Tuesday, March 20, 2007 or such other date as shall be determined by HKSCC or HKSCC Nominees Limited. Immediately after the credit of the Hong Kong Offer Shares to your account, you can also check your new account balance via the CCASS phone system and CCASS internet system (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account.

Share certificates will only become valid certificates of title at 8:00 a.m. on Wednesday, March 21, 2007 provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination described in the section "Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination" in the Prospectus has not been exercised.

If your application is wholly or partially unsuccessful, the Company will refund in whole or in part (as applicable) your application monies, including the related brokerage fee, SFC transaction levy and the Hong Kong Stock Exchange trading fee, to you **WITHOUT INTEREST**. For applicants using **WHITE** or **YELLOW** Application Forms, all refunds will be made by a cheque crossed "Account Payee Only" in favour of the applicant (or, in the case of joint applicants, to the first-named applicant on your Application Form) on the terms set out under "Refund of your application monies" on the Application Form. The refund cheque will be sent to the address on your Application Form (or in the case of joint applicants, to the address of the first-named applicant on your Application Form) by ordinary post and at your own risk on Tuesday, March 20, 2007. If you have given **electronic application instructions** to HKSCC via CCASS, refunds (if any) will be credited to your designated bank account or the designated bank account of the designated CCASS Participant through which you are applying on Tuesday, March 20, 2007.

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

Hong Kong, March 8, 2007

As at the date of this announcement, the Directors of our Company are NING Gaoning, YU Xubo, LU Jun, YUE Guojun, CHI Jingtao, MA Wangjun, LAM Wai Hon Ambrose<sup>#</sup>, SHI Yuanchun<sup>#</sup> and Victor YANG<sup>#</sup>.

<sup>#</sup> *Independent non-executive Directors*

Please also refer to the published version of this announcement in the South China Morning Post.