

H E h C Th E h f
f h f h f h h
f h f h f h

If you are in any doubt f h
h f

If you have sold or transferred h Ch H
h h h h h h
, h h h h h h
h h f



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	h	h	h E	h
C	f	h		
A	h	f	25	h
	h	h	2017	

DEFINITIONS

E G h G h A f
h C

E h 100% h Ch F
h h C FC F & D C . . h
h C

G h C

FA C
1 (), 4 (f)
6 (F.
h f
h h B C
h h f h A

B C h f h B h
f h C
h f h f h A
h A

h h () h h f h C h h C FC

D 14 2017, h h
f h f h f
f h

f h f 25 2017
Ch F f h ,
f h h h Ch
F h

h G h f Th
E h f H

h - 25 2017
Ch F f
h h Ch F
h

E f (. .
h f f)
h h h 14.07
f h

DEFINITIONS

C	h	'	f Ch
h	C FC F	H	, h B h f h C
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C	¢ ¥ • ')		
	h C FC	h	25
	2017	h	F (E W ~) B
	F (E W ~)	h	F (E W ~)
B	h	B	
B	, h	f	f h C
F	h	F	(Ch 571 f h
	f H		
h ()	h	h ()	f h C
h h ()	h	f h h	
E h	h	E h	f H
B	h	, h	f
	h	h	f
			(
			(G),
C	C FC F	F	& D C ., . (•
	E W ~ . Ü V Þ " ® !),
	h	C	
	h	h	h
B	h	C FC	h C
	h	A	
A	h	F	(E
	W ~) B		
h C	25	2017	C FC
	C FC F	& D	C ., . (• . Ü
	V Þ " ® !) ,		
h C	h	-	f Ch F



LETTER FROM THE BOARD

The following information is provided for the Board of Directors of the Company, (1) for the purpose of the Company's annual meeting, (2) for the purpose of the Company's annual meeting, (3) for the purpose of the Company's annual meeting, (4) for the purpose of the Company's annual meeting.

2. THE AGREEMENT

The following information is provided for the Board of Directors of the Company:

Date

25th March 2017

Parties

The following information is provided for the Board of Directors of the Company:

The following information is provided for the Board of Directors of the Company:

Subject Matter

The following information is provided for the Board of Directors of the Company, (1) for the purpose of the Company's annual meeting, (2) for the purpose of the Company's annual meeting, (3) for the purpose of the Company's annual meeting, (4) for the purpose of the Company's annual meeting.

the Company hereby certifies that the information furnished herein is true and correct to the best of its knowledge and belief.

Before the Completion

COFCO

the Company

China Agri-Industries Limited

COFCO Premier Brandri-Industries Limited 317946 20.922 re S Q

Target Company

LETTER FROM THE BOARD

Consideration

h A , h C f h A B1,050
 Th C f h
 h h f h C , h D h
 h f f :

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

(2) h f h h f
 h h A ;

(3) h f h h f
 ;

(4) h h h C
 h B. h h
 f h f h f
 550,000 - f- f C . D h
 h B. ' h
 f ;

(5) h f h A . f h
 h f h A B f h G .

h f h f , h D h h C f
 h f h C h h h

G h h h
 h f f h h , h
 C h f h f h
 C f h f f :

(1) Th D h ff h f
 f h h h C
 ;

(2) Th B. f h
 1993 - h ;

(3) Th f h A .
 h ;

(4) Th A h f f 100%
 C , h C , h ,
 ;

(5) Th D h h f h
 A f h A ;

LETTER FROM THE BOARD

(6) The D h h f h A f
A h f f

Payment

The C h f B1,050 h h
h f h h
The f f B315 (30% f h C)
h h h , h h
h h f h h , h h f f
h A h h h h
f h f f B315 h
31 2017.

The h h f h f f
f h h h (1) h (30% f
h C , . . B315) h
h h f h h ; (2)
B315 (30% f h C) h f h
h h :

(1) The h h f , h
h A , h f h f ;

(2) The h h f h C h h A
h h h h ;

(3) The - f h h h h
h A (h f f h f f
h h ;

(4) The f h h f
h f Ch F h C h h A ;

(5) The - f C FC h h A ;

(6) The h h h A h
f f h C . The C h h
h h f

A f h D , (1) (5) f h
h f f

LETTER FROM THE BOARD

Termination

The A, h, f h
 . h h A h h f h
 f h A, h f h f f h
 , h h A h h
 , h h h h
 ff h h f h

3. UNDERTAKINGS BY CHINA FOODS

Ch F () h - () h f
 25 2017.

(i) Non-competition Undertaking

h - , Ch F f h h
 h f h h C h h h
 B. f h h C f h C . Ch F f h
 h , h C :

(1) Ch F h f
 h h h h h
 B. f h h C ;

(2) Ch F h h h h h , h , h
 h h h h h h h h h
 B. f h h C ;

(3) h h Ch F h f f (. .)
 h 10% h , h
 h h h h h B. f h
 h C , Ch F h , h h
 , ff h C h h
 f h h h

F h f h - , f Ch F
 f h Ch F
 ff (50%) f h h , ()
 f h h f h 50% f h , h h
 f h f h f h
 h h , f h

(ii) Letter of Undertaking

h f , Ch F h , h f
 h , h f h h
 C h h h h h f h h

f , ff , f f h
 f , ff , f f h

The Registered Trademark License Contract





C

C

[illegible]

(iii) Product overview

(Ch B. h F (E W ~)
 (f C FC), h h -
 Ch f h f
 f f - (. .) ,
 h h- (. . , h) h -
 (, G,). Th
 h h- 51.6%,
 47.1% 1.3%, , f h 31 D 2016. B h
 h h- h h -

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

(iv) Distribution channels

h h f , h T C ,

¶6 ¶.6.

LETTER FROM THE BOARD

, h f f h h- .E
h h h f f h B. f h f , h
D h f f h B. , h
h h f h f f
h h- . h f f h F (E
W~) f f , h D h
f h f h h
h f h h h h

6. REASONS FOR THE ACQUISITION AND BENEFIT TO THE GROUP

The G h h
2007 h h C . The
C , , f
Ch . The h , h C h
550,000 - f- . The C h h h
h F (E W~) f

Transformational integration upstream and downstream business

The A f h G ' f
h , f f h h
f h C . The h G ' h
ff , f :
, h h f f h
h h h h
G ;
C
, ,
h h G ' h h ,
h h h f
h h ;
f h G ' f
f h C , E h
h C
h h ff , h G ff
h h h E G
h f h h
, h h h h ff h
h.

LETTER FROM THE BOARD

Extensive sales network nationwide

The h f , h C h 550,000 - f- Ch f , -C h (B2C), h (B2B) f f , f f . The E G ff h .

The G h ff , f .

B4.7 f h 31 D 2016. A f 31 D 2016, h h f 180,000 - f- . Ch , f f h h f , h H , h , h h , h h h . Af h A , h D h h f B. h f h G , f ff h h f h f h h f h h .

The h f h h h G , h A ff h f h G f .

Right to use the “Fortune” (E W ~) brand

C FC h F (E W ~) h h C h f - . The h h ff f h C , h F (E W ~) Ch f , f h f h Af h A , C FC h h h C h F (E W ~) h B. h C FC h f f h C h B. The h G , f ff h h ff ff h. B h , h D h h A h h G , f h f f h h .

LETTER FROM THE BOARD

7. GENERAL INFORMATION ON THE PARTIES

The Group

The Group is a company incorporated in the Cayman Islands with limited liability. The Group's principal activity is the provision of financial services. The Group is a subsidiary of the Company, which is a company incorporated in the Cayman Islands with limited liability. The Group is a subsidiary of the Company, which is a company incorporated in the Cayman Islands with limited liability.

The Purchaser

The Purchaser is a company incorporated in the Cayman Islands with limited liability. The Purchaser is a subsidiary of the Company, which is a company incorporated in the Cayman Islands with limited liability.

China Foods

China Foods is a company incorporated in the Cayman Islands with limited liability. China Foods is a subsidiary of the Company, which is a company incorporated in the Cayman Islands with limited liability. China Foods is a subsidiary of the Company, which is a company incorporated in the Cayman Islands with limited liability.

The Vendor

The Vendor is a company incorporated in the Cayman Islands with limited liability. The Vendor is a subsidiary of the Company, which is a company incorporated in the Cayman Islands with limited liability. The Vendor is a subsidiary of the Company, which is a company incorporated in the Cayman Islands with limited liability.

8. LISTING RULES IMPLICATIONS

The Acquisition

A is a company incorporated in the Cayman Islands with limited liability. A is a subsidiary of the Company, which is a company incorporated in the Cayman Islands with limited liability. A is a subsidiary of the Company, which is a company incorporated in the Cayman Islands with limited liability.

A is a company incorporated in the Cayman Islands with limited liability. A is a subsidiary of the Company, which is a company incorporated in the Cayman Islands with limited liability. A is a subsidiary of the Company, which is a company incorporated in the Cayman Islands with limited liability.

LETTER FROM THE BOARD

Registered Trademark License Contract

B f h C f h A , h T C f
Ch F , h f h f C FC h T
C f h C Ch 14A f
h

Af h C f h A , h T C f h
C , h f h f C FC , h
h h f h C (f h C), h
T C ☒ f h C
Ch 14A f h . H ☒ , h h
0.1% h h f h f h F (E W ~) B
T ☒ ☒ C FC . A h, h h
T C ☒ f ,
h h , h f
Ch 14A f h

Trademarks Option Agreement

14A.24(2), T f C FC (f h C) ☒ f h C h
C f h A .
14A.79(2), f h ,
☒ h h , h h
, f h f h h ,
. A h T ☒ C FC , h
T ☒ h C , h f , h
h 0.1% h f h T
h C ☒ f ,
h h , h f
Ch 14A f h

9. EXTRAORDINARY GENERAL MEETING

Ch EG ☒ ☒ h f h f , f h h f , h
h h h A h A .
☒ h h EG ☒ h ☒ f . ☒ h h
, C FC ☒ f h
h A h A . A h D , h ☒ h
C h f h h C , C FC
h h 58.02% f h h f h C .
A h A f A , h - D
h f h f h A h T
A f h h h h

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

h h h EG (h f),
h f h h h
h , h h f h C , 22,
H C , 183 , E , H

Th , B C , f h
D , H , A ,
Ch , h h h
h h h f h A f h h h
h h h A
h h f f h G h f h C h
h h h h h h h h
C h h h h
h h h C , h ,
h A h h A
f f f h h ,
h h f f h C , h

A, h f h C Ch F f h 31
 D 2015 (FY2015) 2016 (FY2016), h f f f f h
 B. f F 2015 F 2016, h f h C h
 h f f , h , h D
 f h G h h h , h
 h f f h D h f h
 f h f h h h f h
 f h h h f h f h
 f h f h f h f h
 h ff f h f h h f h h f h
 h ff f h G h C

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

A ... h F 2016 A ... , h G ... f ... f
 5.2% ... 7.0% h h
 F 2016.

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

3. Financial position of the Group

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

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Products

The B. f - h
h f - , G,
. The (. .),
(. . , , f) h h- (. . ,
h).

The Relevant Fortune (E W ~) Brand Trademarks

The B. h F (E W ~) B
1993. C , h
h F (E W ~) B 25 2017, f h f h
, h C C FC h
C h h C FC h C h h
F (E W ~) B (h Licence) f f h ff
f h C 31 D 2020. C FC
h h f h C h
f h h f f h C . The
C h h C FC h f h
h C h B.

f h h h F (E W ~) B
C , C FC h h C h h h
C f C FC h F (E W ~) B
() h h f h ff f h C
; () h h C FC h h C h
The C FC , f
h .

Distribution network

The f h B. , h 550,000
f h C h h , -C
, h h , .

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As at the end of the reporting period, the Target Company has a total of 2,000 sales outlets, of which 1,600 are located in Class A markets, 1,000 in Class B markets, 1,000 in Class C markets and 1,000 in Class D markets. The Target Company has a total of 2,000 sales outlets, of which 1,600 are located in Class A markets, 1,000 in Class B markets, 1,000 in Class C markets and 1,000 in 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: 2	41	41	100%
Class B market:			
Class B market: 278	278	278	100%
Class C market:			
Class C market: 2,000	2,000	1,600	80%
Class D market:			
Class D market: 34,872	34,872	19,180	55%

2. Financial information of the Target Business

(i) Financial performance

	FY2016 RMB' million	FY2015 RMB' million
Gross profit	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

B. (. . .) h h f f h f Ch F 25 2017. f h f h C h h f f H F h Ch F . A h ff h f f h B. f F 2015 F 2016 h , h ff h f f h h C f h f h B .

D. f h - h F (E W ~) , , h , h f h B. f F 2016 13.2% f F 2015. H , h f f h B. 3.8% F 2016 h B. h f h -F (E W ~) - h h f , h h h h F 2016.

h h F 2015, f B18.6 h . Ch f h C h f Ch F ' ff h f h B. h , h B. h h , h f F 2016, h B1.0 .

h h f f h B. F 2016 14.3% f B93.3 B80.0 , h - ff f B18.1 F 2016 h h f h (h One-off Reorganisation Expense). h - ff E h h h f f h A , h f f h B. h B98.1 (h FY2016 Adjusted Profit), f 5.1% h f f h B. F 2015. h f f f h B. F 2016 .

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) Financial position

As at 31 December 2016, the financial position of the Target Business is as follows:

As at
31 December
2016
RMB' million

Non-current assets 3.8

Current assets 2,287.2

Current liabilities 2,248.3

NAV of the Target Business 42.7

As at 31 December 2016, the financial position of the Target Business is as follows:

Current liabilities 2,248.3

Non-current liabilities -

NAV of the Target Business 42.7

As at 31 December 2016, the financial position of the Target Business is as follows:

Current liabilities 2,248.3

Non-current liabilities -

NAV of the Target Business 42.7

As at 31 December 2016, the financial position of the Target Business is as follows:

Current liabilities 2,248.3

Non-current liabilities -

NAV of the Target Business 42.7

As at 31 December 2016, the financial position of the Target Business is as follows:

Current liabilities 2,248.3

Non-current liabilities -

NAV of the Target Business 42.7

As at 31 December 2016, the financial position of the Target Business is as follows:

Current liabilities 2,248.3

Non-current liabilities -

NAV of the Target Business 42.7

D. REASONS FOR AND BENEFITS OF THE ACQUISITION

A h h f h G , h G ff
 f Ch F G h 2007. h , h , h , h
 B. h h h h
 B. f h -
 h F (E W ~). Th C f h C 30%
 f / 70% .

A h f h B , h B f h h h A h
 f h C h h h h h
 :

1. **Transformational integration of the edible oil business:** Th A h
 f h G ' f h , f
 f h h h f h
 C , h h () h ff
 f , , f
 h , ; () h E G
 h ff .

2. **Extensive distribution network:** A h , h E G h
 h h h h h 550,000 f
 h C, h h h G h h
 h f , h f h

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) *Payment and conditions precedent*

The Company has agreed to pay the consideration for the Acquisition of the Target Company as follows:

(a) The first payment of £315,000 (30% of the consideration) shall be made by the Company to the Target Company within 30 days of the completion of the Acquisition, and the balance of the consideration shall be paid by the Company to the Target Company in three equal instalments of £315,000 each, payable on the anniversary of the completion of the Acquisition.

(b) The second payment of £315,000 (30% of the consideration) shall be made by the Company to the Target Company within 30 days of the completion of the Acquisition, and the balance of the consideration shall be paid by the Company to the Target Company in three equal instalments of £315,000 each, payable on the anniversary of the completion of the Acquisition. The Company shall also be required to provide a guarantee in favour of the Target Company for the payment of the second and third instalments of the consideration. The Company shall also be required to provide a guarantee in favour of the Target Company for the payment of the second and third instalments of the consideration. The Company shall also be required to provide a guarantee in favour of the Target Company for the payment of the second and third instalments of the consideration.

(c) The third payment of £420,000 (40% of the consideration) shall be made by the Company to the Target Company within 30 days of the completion of the Acquisition, and the balance of the consideration shall be paid by the Company to the Target Company in three equal instalments of £420,000 each, payable on the anniversary of the completion of the Acquisition. The Company shall also be required to provide a guarantee in favour of the Target Company for the payment of the third and fourth instalments of the consideration. The Company shall also be required to provide a guarantee in favour of the Target Company for the payment of the third and fourth instalments of the consideration. The Company shall also be required to provide a guarantee in favour of the Target Company for the payment of the third and fourth instalments of the consideration.

(iii) *Consideration*

The consideration for the Acquisition shall be £1,050,000. The consideration shall be paid by the Company to the Target Company in three equal instalments of £350,000 each, payable on the anniversary of the completion of the Acquisition.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

h h (h PE Ratio) f
h f h h (h Comparable
Companies) h h h f
f h C . H h h h
h h f , - f - f f
; h h f
f h , h
h h E f h C C h
h f f f H C
h f h f f

h B h h h ()
f h B ; () h E h ,
f h h h B ,
f h f h f h h
(h) . h f h f h h
f h h f h h
(h Edible Oil Segment)
h E h , h h 50% f h f h E
h h h h . B h , h
f h C C . H h f C
C H h B h C, f h
f h h h h E h (SSE), h
h h E h (SZSE) E h (SGX). f
f h G h h h
50% f h f h C'
h h f h C C
h h h h h
h h h h h B.

B h , h f f C C f
h E h , E, E G h f f h
C G h H , f h h
E f h C C E, E G h f f
() 0.8274, h H f h E h (HS Index) f
13.9 E C f 16.8
B h D ; () 0.5129, h H h
E C f 27.1 B h
D (SZSE Factor); () 1.0451, h H h
G f 13.3 B h
D (SGX Factor),

h C C h f
h h h h f h C h
h f f h B h -A
f h f h G h h
f f f h A h

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Company name	Stock code	Businesses	Market Capitalisation <i>(Note 1)</i> HK\$' million	PE Ratio <i>(Note 2)</i> Times	Adjusted PE Ratio <i>(Note 2)</i> Times
(H股) (香港證券交易所上市)	411.HK	從事提供物業管理、保安及清潔服務。主要為中國內地及海外之商業大廈、酒店、住宅單位及工業大廈提供上述服務。	2,633.1	9.9	9.9
China Hui Fong C.	1006.HK	從事經營及發展地產業務，包括買賣、租賃、代理、按揭、估價、樓宇測量、地盤測量、土地測量、工程設計、建築監工、室內設計、園藝設計、景觀設計、環境設計、城市規劃、交通規劃、水利規劃、電力規劃、通訊規劃、資訊科技、互聯網、電子商務、移動互聯網、智慧家居、智慧城市、大數據、雲計算、物聯網、人工智能、機器學習、深度學習、自然語言處理、圖像識別、語音識別、推薦系統、廣告投放、內容分發、社交媒體、搜索引擎、電商平台、在线教育、醫療健康、金融服務、保險業、銀行業、證券業、期貨業、外匯市場、商品市場、能源市場、農林牧漁、礦冶金屬、化工材料、輕工製造、紡織服裝、食品飲料、醫藥保健、文化娛樂、體育賽事、影視傳媒、出版發行、廣播電視、電信運營、網絡設備、儀器儀表、機械電機、五金工具、橡膠塑料、玻璃陶瓷、紙張印刷、包裝容器、運輸物流、倉儲配送、信息服務、諮詢顧問、法律會計、人力資源、培訓教育、其他服務。	2,282.8	7.6	7.6
中國海外發展有限公司 (Note 3)	000639.HK	從事開發、建造及銷售住宅、商業及工業物業。主要項目位於中國內地、香港及海外。此外，該公司亦從事物業投資、物業管理、地產經紀及其他相關業務。	9,875.9	56.7	29.1
Digital Group Co., Ltd. (Note 4)	002852.HK	從事研發、生產及銷售各種數碼產品，包括手提電話、平板電腦、筆記型電腦、數位相機、數位攝錄器、數位攝影機、數位錄音筆、數位翻譯機、數位遊戲機、數位玩具等。	9,172.5	29.0	14.9
Hong Kong & Shanghai Banking Corporation Limited (Note 5)	600127.HK	從事銀行業務，包括吸收存款、發放貸款、匯兌、貼現、證券、信託、保險、基金、理財、資產管理等。	4,127.0	474.4	392.5
中國建設銀行股份有限公司 (Note 6)	601838.HK	從事銀行業務，包括吸收存款、發放貸款、匯兌、貼現、證券、信託、保險、基金、理財、資產管理等。	125,826.2	14.7	15.4
中國工商銀行股份有限公司	601398.HK	從事銀行業務，包括吸收存款、發放貸款、匯兌、貼現、證券、信託、保險、基金、理財、資產管理等。	(Note 5)	23.6	15.4
中國農業銀行股份有限公司	601288.HK	從事銀行業務，包括吸收存款、發放貸款、匯兌、貼現、證券、信託、保險、基金、理財、資產管理等。	(Note 5)	14.7	14.9
中國交通銀行股份有限公司	601988.HK	從事銀行業務，包括吸收存款、發放貸款、匯兌、貼現、證券、信託、保險、基金、理財、資產管理等。	(Note 5)	56.7	29.1
中國郵政集團有限公司	1118.HK	從事郵件寄遞、金融業務、物流業務、增值業務等。	(Note 5)	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
<p> The E f h C h F 2016 f </p>	<p> B1,050 </p>	<p> 13.1 </p>	<p> 13.1 </p>
<p> The E f h C h F 2016 A f (h Implied PE Ratio) </p>	<p> B1,050 </p>	<p> 10.7 </p>	<p> 10.7 </p>

Source: Bloomberg and the Stock Exchange

Notes:

- The H-B
 - The E f h C C h f B h
 D h h h f h E f
 h f E, E G H h D
 - The F ff C (Xiwang) h 2016 f
 H C (Kerr), C h h,
 f h
 f 50% f h H , h E B. h
 (75.7% f h) h f
 f h 31 D 2016, f h C
 C f A h E, h E h f h h
 E F
 - The E f D G C h h E F
 - H C C., h
 E A E f h C C h h E
 - The E f h G F
- A h , h E f h C C f
 7.6 29.1 (h Comparable Range), h f
 15.4 14.9 ,
- The E f 10.7 f h h C
 h h f h E f h C C h
 E f h C f 12.4 h D
- B h , h C f

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

Figure 10: The same as Figure 9, but for the case of $\mathcal{H} = \mathcal{H}_1$. The diagrams show the same set of vertices and edges, but the labels and the specific configurations of the vertices and edges are different, reflecting the change in the underlying Hilbert space.

OPTIMA CAPITAL LIMITED
Ng Ka Po
Senior Director

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

Th , f h h h D f
 , h h f h f
 f h h C Th D h
 , f h h f h h f, h f h
 h h f h h h h h

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

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

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

1. The Commission has not yet received any information from the Government of the Republic of Serbia regarding the implementation of the recommendations of the Commission's report of 2016.
2. The Commission has not yet received any information from the Government of the Republic of Serbia regarding the implementation of the recommendations of the Commission's report of 2016.
3. 235,364 h of the Commission's report of 2016.
4. The Commission has not yet received any information from the Government of the Republic of Serbia regarding the implementation of the recommendations of the Commission's report of 2016.

A h D , h f (D
h f . f h C) h h h
f h C h h C 336 f h F :

40

Notes:

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

4. DIRECTORS' SERVICE CONTRACTS

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

5. DIRECTORS' INTERESTS IN ASSETS OR CONTRACTS OR ARRANGEMENT

A h D , f h D h h h 31 D 2016, h h h h f f h G , f h G , f f h G .

A h D , f h D h , f h G h h f h G .

6. LITIGATION

A f h D , h f h D h D h f h G .

7. COMPETING INTERESTS

8.10 f h , h f D f h C h h h h G :

h f C FC , h f C FC A

C FC h h h h C f :

(1) C FC B h (A h) C ., (COFCO Biochemical), h h h h f f h C . C FC B h h f f h ;

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

C FC A h h f h A , Af , E , A (h C) A :

G & , h h h f f (h , h ,) (, f h , , f h , , f h) ;

f , h h h f , ff ;

A , h h h f f-

8. MATERIAL ADVERSE CHANGE

h h h f f h G 31 D 2016, h h h h f f h G .

9. EXPERT'S QUALIFICATION AND CONSENT

That I, _____, do hereby certify that _____ is/are _____
:

Name	Qualification
------	---------------

11. DOCUMENTS AVAILABLE FOR INSPECTION

C f h f [REDACTED] f
 h h C , ff 31 F , C FC [REDACTED] , 262 G ,
 C [REDACTED] B , H f h f h h f h EG [REDACTED]:

(1) h A ;

(2) h f ;

(3) h - ;

(4) h [REDACTED] C ;

(5) h [REDACTED] A ;

(6) h f h [REDACTED] B C , h f [REDACTED] h h
 20 f h ;

(7) h f h [REDACTED] FA, h f [REDACTED] h h 21 38 f h ;

(8) h f f h [REDACTED] FA f h h h E ,
 f C h ;

(9) h .



NOTICE OF THE EGM

Notes:

1. The Company is holding a general meeting of the shareholders (the "EGM") on 22, HONG KONG, 183, 2017, at 4:30 p.m. on 3 July 2017.
2. The Company is holding a general meeting of the shareholders (the "EGM") on 22, HONG KONG, 183, 2017, at 4:30 p.m. on 3 July 2017.
3. The Company is holding a general meeting of the shareholders (the "EGM") on 22, HONG KONG, 183, 2017, at 4:30 p.m. on 3 July 2017.
4. The Company is holding a general meeting of the shareholders (the "EGM") on 22, HONG KONG, 183, 2017, at 4:30 p.m. on 3 July 2017.
5. The Company is holding a general meeting of the shareholders (the "EGM") on 22, HONG KONG, 183, 2017, at 4:30 p.m. on 3 July 2017.
6. The Company is holding a general meeting of the shareholders (the "EGM") on 22, HONG KONG, 183, 2017, at 4:30 p.m. on 3 July 2017.
7. The Company is holding a general meeting of the shareholders (the "EGM") on 22, HONG KONG, 183, 2017, at 4:30 p.m. on 3 July 2017.

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 Chee as independent non-executive directors.