



CHINA AGRI-PRODUCTS EXCHANGE LIMITED

中國農產品交易有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0149)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

According to bye-law 103 of the bye-laws of China Agri-Products Exchange Limited (the “**Company**”), it provides that no person, other than a director of the Company (the “**Director**”) retiring at the meeting shall, unless recommended by the Director for election, be eligible for election as Director at any general meeting unless a written notice signed by a shareholder of the Company (the “**Shareholder**”) (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a written notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or branch registration office of the Company in Hong Kong.

As such, if a Shareholder wishes to nominate a person (the “**Proposed Candidate**”) to stand for election as a Director at a general meeting of the Company, the following documents must be validly served to the board of Directors or the company secretary of the Company at the head office and principle place of business in Hong Kong of 5/F., Wai Yuen Tong Medicine Building, 9 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong:-

- (a) a written notice signed by him/her as the Shareholder (other than the Proposed Candidate) duly qualified to attend and vote at the meeting for which such notice is given of his/her intention to propose the Proposed Candidate for election; and
- (b) a written notice signed by the Proposed Candidate of his/her willingness to be elected.

As stipulated in the aforesaid bye-law, please note that the minimum length of the period, during which such written notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such written notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

In order to allow the Company to inform the Shareholders of the proposal and to enable the Shareholders to make an informed decision on their election at a general meeting, the written notice must state the full name of the Proposed Candidate and include his/her biographical details as required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), as amended from time to time, as published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the Proposed Candidate’s written consent to the publication of his/her personal data.

Upon receipt of the written notice(s) from the Shareholder(s) to propose the Proposed Candidate(s) at the general meeting, the Company will then publish an announcement in accordance with the requirements under the Listing Rules or issue a supplementary circular. The particulars of the Proposed Candidate will be included in the announcement or supplementary circular of the Company.

Please note that if the written notice is received less than fifteen (15) days prior to the general meeting, the Company will assess whether or not it is necessary to adjourn the general meeting of the election in order to allow Shareholders to have at least fourteen (14) days' notice of the proposal and at least ten (10) business days for consideration of the relevant information disclosed in the announcement or supplementary circular.

Should there be any questions in relation to the procedures for proposing a person as a Director, please make an written enquiry to the company secretary of the Company of 5/F., Wai Yuen Tong Medicine Building, 9 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong.

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