



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)

SHAREHOLDERS COMMUNICATION POLICY

(the “Policy”)

1. PURPOSE

- 1.1 This Policy is adopted by the board of directors (the “**Board**”) of China Agri-Products Exchange Limited (the “**Company**”) with the objective of ensuring that the Company’s shareholders (the “**Shareholders**”) and/or potential investors or financial analysts (collectively the “**Potential Investors**”) are provided with ready, equal and timely access to balanced and understandable information about the Company, in order to enable the Shareholders and the Potential Investors to exercise their rights in an informed manner, and to allow them to engage actively with the Company.

2. GENERAL POLICY

- 2.1 The Board will maintain an on-going dialogue with the Shareholders and the Potential Investors, and will regularly review the Policy to ensure its effectiveness.
- 2.2 Information will be communicated to the Shareholders and the Potential Investors mainly through the Company’s financial reports (interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by making available the disclosures submitted to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and all its corporate communication^(Note) and other corporate publications on the websites of the Stock Exchange and/or the Company.
- 2.3 Effective and timely dissemination of information to the Shareholders and the Potential Investors will be ensured at all times. Any question regarding the Policy will be directed to the Company Secretary.

3. COMMUNICATION STRATEGIES

Shareholders’ Enquiries

- 3.1 The Shareholders should direct their questions about their shareholdings to the Company’s branch share registrar, particulars of which were set out on the websites of the Stock Exchange and the Company.
- 3.2 The Shareholders and the Potential Investors may at any time make a request for the Company’s information to the extent such information is publicly available.

- 3.3 The Shareholders and the Potential Investors will be provided with particulars of designated contact, email address and enquiry line of the Company, details of which are made available on the website of the Company, in order to enable them to make any query in respect of the Company.

Shareholders' Rights

- 3.4 Information on the Shareholders' rights which includes (i) how the Shareholders can convene a special general meeting; (ii) the procedures by which enquiries may be put to the Board and sufficient contact details to enable these enquiries to be properly directed; and (iii) the procedures and sufficient contact details for putting forward proposals at general meetings shall be made available by the Company in the corporate governance report as contained in its annual report.

Corporate Communication^(Note)

- 3.5 Corporate communication^(Note) will be provided to the Shareholders in plain language and in both English and Chinese versions to facilitate the Shareholders' understanding.
- 3.6 The Shareholders are encouraged to provide, amongst other things, in particular, their email addresses to the Company in order to facilitate timely and effective communication.

Corporate Website

- 3.7 A dedicated "Investor Relations" section is available on the Company's website (<http://www.cnagri-products.com>). Information on the Company's website is updated on a regular basis.
- 3.8 Information released by the Company to the Stock Exchange, if appropriate, is also posted on the Company's website immediately thereafter. Such information includes financial statements, announcements, circulars and notices of general meetings and associated explanatory documents etc.
- 3.9 All presentation materials (if any) provided in conjunction with the Company's annual general meeting and results announcements each year will be made available on the Company's website as soon as practicable after their release.

Shareholders' Meetings

- 3.10 The Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings, during which the Shareholders can have a good communication with the Company.
- 3.11 The Board will closely monitor, review and amend the proceedings of the Company's general meeting from time to time and, if necessary, to ensure that the Shareholders' needs are best served.

- 3.12 The Board members, in particular, either the chairmen of Board committees or their delegates, appropriate management executives and external auditors should attend annual general meetings to answer the Shareholders' enquiries.
- 3.13 The Company shall arrange for the notice to the Shareholders to be sent for annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days for all other general meetings.
- 3.14 At a general meeting of the Company, the chairman of that meeting shall ensure that an explanation is provided of the detailed procedures for conducting a poll and then answer any questions from the Shareholders on voting by poll.

Investment Market Communication

- 3.15 In order to facilitate communication between the Company, the Shareholders and/or the Potential Investors, the Company will arrange briefings and one-on-one meetings, media interviews, etc, if and when necessary.
- 3.16 The Company's directors and employees who have contacts or dialogues with investors, analysts, media or other interested outside parties are required to comply with the requirements under the Company's guidelines.

4. SHAREHOLDER PRIVACY

- 4.1 The Company recognises the importance of the Shareholders' privacy and will not disclose the Shareholders' information without their consent, unless required by laws to do so.

Note: Corporate Communication refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including, but not limited to, the directors' report and annual accounts together with a copy of the auditor's report, the interim report, a notice of meeting, a circular and a proxy form.

March 2012