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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)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Agri-Products Exchange Limited (the “**Company**”) will be held at 44/F., Edinburgh Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Monday, 1 August 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as special and ordinary resolutions respectively:

SPECIAL RESOLUTION

1. “**THAT**, conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Adjusted Shares (as defined below); and (ii) the compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda to effect the Capital Reorganisation (as defined below), with effect from 5:00 p.m. on the business day (as defined in the Rules Governing the Listing of Securities on the Stock Exchange) on which this resolution is passed by the shareholders of the Company (the “**Shareholders**”):
 - (a) every ten (10) issued shares of nominal value of HK\$0.10 each in the share capital of the Company be consolidated into one (1) issued share of nominal value of HK\$1.00 (the “**Consolidated Share(s)**”) (the “**Share Consolidation**”);
 - (b) the par value of each issued Consolidated Share be reduced from HK\$1.00 to HK\$0.01 to the extent of HK\$0.99 per consolidated share in issue (the “**Adjusted Share(s)**”) and any fraction in the issued share capital of the Company arising from the Share Consolidation be reduced and cancelled (the “**Capital Reduction**”);
 - (c) every one (1) authorised but unissued share of the Company of par value HK\$0.10 be subdivided into ten (10) Adjusted Shares of HK\$0.01 each (the “**Share Subdivision**”);
 - (d) the credit arising from the Capital Reduction be credited to the contributed surplus account of the Company and the directors of the Company (the “**Directors**”) be and are hereby authorised to apply the amount in the contributed surplus account of the Company to set off the accumulated loss of the Company in the manner permitted by the laws of Bermuda and the bye-laws of the Company (the “**Bye-laws**”) without further authorisation from the Shareholders (together with the Share Consolidation, the Capital Reduction and Capital Subdivision are herein referred to as the “**Capital Reorganisation**”); and

- (e) any one Director be and is authorised to approve, sign and execute such documents and take any and all steps, and to do and/or procure to be done any and all acts and things which in his/her opinion may be necessary, desirable or expedient to implement and carry into effect this resolution.”

ORDINARY RESOLUTION

2. “THAT

- (a) subject to and conditional upon the passing of the resolution numbered 1 and conditional upon fulfillment of the conditions of the Underwriting Agreement (as defined below) and the Underwriting Agreement not being terminated in accordance with its terms, the Rights Issue (as defined below) and the transactions contemplated thereunder be and are hereby approved;

For the purpose of this resolution, “**Rights Issue**” means the proposed issue by way of Rights Issue of 2,381,597,550 Adjusted Shares (the “**Rights Shares**”) at a subscription price of HK\$0.195 per Rights Share to the qualifying shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the date and time by reference to which entitlement under the Rights Issue will be determined (other than those shareholders (the “**Excluded Shareholders**”) with addresses on the register of members of the Company are outside Hong Kong whom the Directors, after making enquiries, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) on the basis of thirty (30) Rights Shares for every one (1) Adjusted Share then held and otherwise pursuant to and subject to the fulfillment of the conditions set out in the underwriting agreement (the “**Underwriting Agreement**”) (a copy of which has been produced to this Meeting marked “A” and initialled by the chairman of this Meeting for the purpose of identification) dated 7 June 2011 and made between the Company and Kingston Securities Limited as underwriter (the “**Underwriter**”);

- (b) any one Director be and is hereby authorised to allot and issue the Rights Shares pursuant to and in connection with the Rights Issue notwithstanding that (a) the Rights Shares the same may be offered, allotted or issued otherwise than to the Excluded Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or Excluded Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the Bye-laws or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and (b) Rights Shares which would otherwise have been made available for application by the Qualifying Shareholders or the Excluded Shareholders (as the case may be) will be made available for subscription under forms of application for excess Rights Shares;
- (c) the entering into the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Rights Shares, if any, by the Underwriter) be and are hereby approved; and

- (d) any one Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”

By Order of the Board
CHINA AGRI-PRODUCTS EXCHANGE LIMITED
中國農產品交易有限公司
Mak Yuen Ming, Anita
Company Secretary

Hong Kong, 7 July 2011

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business:
Room 1801, 18/F., Wilson House
19-27 Wyndham Street
Central
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one proxy or, if such member is a holder of more than one Share, more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time for holding of the special general meeting or any adjournment thereof (as the case may be).
- (3) Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the special general meeting or any adjournment thereof (as the case may be) if they so wish and in such event the form of proxy shall be deemed to be revoked.
- (4) All resolutions set out in this notice will be voted by way of a poll, for which resolution numbered (2) will be voted by the independent shareholders of the Company.

As at the date of this notice, the executive directors of the Company are Mr. Chan Chun Hong, Thomas, Mr. Leong Weng Kin, Mr. Leung Sui Wah, Raymond and the independent non-executive directors of the Company are Mr. Ng Yat Cheung, Mr. Lee Chun Ho and Ms. Lam Ka Jen, Katherine.