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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)

**POLL RESULTS OF SPECIAL GENERAL MEETING  
HELD ON 22 OCTOBER 2014  
IN RELATION TO THE PROPOSAL FOR  
THE GRANT OF THE NEW GENERAL MANDATE AND  
NEW REPURCHASE MANDATE**

The Board is pleased to announce that the ordinary resolutions set out in the notice of SGM dated 6 October 2014 to approve the grant of the New General Mandate, and the extension thereof, and the New Repurchase Mandate were duly passed by the Independent Shareholders and/or the Shareholders at the SGM held on 22 October 2014 by way of poll.

Reference is made to the circular of China Agri-Products Exchange Limited (the “**Company**”) dated 6 October 2014 (the “**Circular**”) in relation to the grant of the New General Mandate and the New Repurchase Mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless otherwise stated.

**POLL RESULTS OF THE SGM**

The Board is pleased to announce that the ordinary resolutions set out in the notice of the SGM dated 6 October 2014 to approve the grant of the New General Mandate, and the extension thereof, and the New Repurchase Mandate were duly passed by the Independent Shareholders and/or the Shareholders at the SGM held on 22 October 2014 by way of poll.

The poll results of the ordinary resolutions proposed at the SGM are as follows:

Ordinary resolutions		Number of Shares represented by votes	
		For	Against
1.	To approve the New General Mandate	346,683,986 (99.78 %)	770,500 (0.22 %)
2.	To approve the New Repurchase Mandate	346,683,986 (99.78 %)	770,500 (0.22 %)
3.	To approve the extension of the New General Mandate	346,683,986 (99.78 %)	770,500 (0.22 %)

*Note: The full text of the above resolutions proposed at the SGM is set out in the notice of the SGM.*

As more than 50% of the votes were cast in favour of all the resolutions, all these resolutions were passed as ordinary resolutions of the Company.

As stated in the Circular, the resolutions numbered (1) and (3) to approve the New General Mandate and the extension thereof are subject to approval by the Independent Shareholders by way of a poll at the SGM. As the Company had no controlling Shareholders and none of the Directors (excluding the independent non-executive Directors), the chief executive of the Company and their respective associates owned any interests in the issued share capital of the Company, therefore none of the Shareholders were required to abstain from voting in favour of the relevant resolutions proposed at the SGM to approve the New General Mandate and the extension thereof.

As at the date of the SGM, the total number of Shares entitling the holders thereof to attend and vote for or against the resolutions proposed at the SGM was 1,504,168,251 Shares. No Shareholder was required to abstain from voting on the resolutions proposed at the SGM and there were no parties who have stated their intention in the Circular to vote against the above resolutions or to abstain have done so at the SGM.

The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited was appointed as the scrutineer for the vote-taking at the SGM.

By Order of the Board  
**CHINA AGRI-PRODUCTS EXCHANGE LIMITED**  
**中國農產品交易有限公司**  
**Chan Chun Hong, Thomas**  
*Chairman and Chief Executive Officer*

Hong Kong, 22 October 2014

*As at the date of this announcement, the Board comprises Mr. Chan Chun Hong, Thomas, Mr. Leung Sui Wah, Raymond and Mr. Yau Yuk Shing as the executive Directors, and Mr. Ng Yat Cheung, Ms. Lam Ka Jen, Katherine and Mr. Lau King Lung as the independent non-executive Directors.*