



CHINA AGRI-PRODUCTS EXCHANGE LIMITED

中國農產品交易所有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0149)

Form of Proxy for use by shareholders at the Annual General Meeting (the “Meeting”) to be held on Monday, 24 August 2020

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each (the “Shares”) in the share capital of China Agri-Products Exchange Limited 中國農產品交易所有限公司 (the “Company”) hereby appoint ^(Note 3) the Chairman of the Meeting, or failing him/her _____
of _____
as my/our proxy to attend and act for me/us on my/our behalf at the Meeting to be held at Garden Room A-D, 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 24 August 2020 at 3:30 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and to vote for me/us and in my/our name(s) in respect of the resolutions according to the instructions set out below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider, receive and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the fifteen months ended 31 March 2020.		
2.	To re-elect Mr. Yau Yuk Shing as an executive director of the Company.		
3.	To re-elect Mr. Ng Yat Cheung as an independent non-executive director of the Company.		
4.	To authorise the board of directors of the Company (the “Board”) to fix the remuneration of directors of the Company (the “Directors”).		
5.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and authorise the Board to fix their remuneration.		
6.	(A) To give a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of this resolution.		
	(B) To give a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing this resolution.		
	(C) To extend, conditional upon the passing of resolutions 6(A) and 6(B), the aggregate number of Shares repurchased pursuant to the mandate given to the Directors under resolution 6(B) to the mandate given to the Directors under resolution 6(A).		

Signature(s) ^(Note 6) _____

Date _____

Number of Shares to which this proxy relates ^(Note 5)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Where more than one proxy is appointed, each proxy must be appointed to represent a specified number of the member's Shares.
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words “the Chairman of the Meeting, or failing him/her” and insert the names and addresses of the proxy desired in the space provided. A member may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
- If you wish to vote for or against the resolutions, please indicate your choice with a tick in the appropriate box. If this form is returned and duly signed, but without any indication, the proxy may vote or abstain (including any amendment of the resolution put to the Meeting) at his/her discretion.
- Please insert the number of Shares to which this proxy relates in the space provided. If a number is inserted, this form of proxy will be deemed to relate only to those Shares. If no number is inserted, this form will be deemed to relate to all the Shares which are registered in your name(s) (whether solely or jointly with others).
- This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, either executed under its common seal or under the hand of any officer or attorney duly authorised to sign the same.
- If two or more persons are jointly entitled to a Share and are present at the Meeting personally or by proxy, only the joint holder whose name stands first in the register of members of the Company in respect of the joint holding is entitled to vote at the Meeting.
- In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Meeting or any adjourned meeting(s) thereof (as the case may be).
- Completion and deposit of this proxy form will not preclude you from attending and voting in person at the Meeting or any adjourned meeting(s) thereof (as the case may be) if you so wish and in such event, this form of proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.