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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)

(1) RESIGNATION OF DIRECTORS; AND (2) CHANGE OF CHAIRMAN, AUTHORISED REPRESENTATIVES, COMPANY SECRETARY AND MEMBERS OF VARIOUS BOARD COMMITTEES

Reference is made to the announcement of China Agri-Products Exchange Limited (the “**Company**”) dated 10 February 2009 regarding the appointment of directors of the Company.

(A) Resignation of Directors and Change of Members of Various Board Committees

The board of directors (the “**Board**”) of the Company announces the following changes, all with effect from 12 February 2009:

- (i) Mr. Fu Jie Pin resigned as an executive director of the Company and the chairman of each of the remuneration committee and the nomination committee of the Company;
- (ii) Mr. James Yin resigned as an independent non-executive director of the Company, a member of each of the audit committee and the remuneration committee of the Company;
- (iii) Mr. Jee Wengue resigned as an independent non-executive director of the Company, a member of each of the audit committee, the remuneration committee and the nomination committee of the Company;
- (iv) Mr. Chan Chun Hong, Thomas was appointed as the chairman of each of the remuneration committee and the nomination committee of the Company;
- (v) Mr. Ng Yat Cheung, Mr. Lee Chun Ho and Ms. Lam Ka Jen, Katherine were appointed as members of each of the audit committee, the remuneration committee and the nomination committee of the Company;
- (vi) Mr. Ying Yat Man was appointed as a member of the nomination committee of the Company; and
- (vii) Mr. Leong Weng Kin was appointed as a member of the remuneration committee of the Company.

* For identification purpose only

The reason for the resignations of Mr. Fu Jie Pin, Mr. James Yin and Mr. Jee Wengue is to provide an opportunity for the Company to consider the new composition of the Board taking into account the recent completion of the acquisition of 27.14% interest in the Company by LeRoi Holdings Limited as announced by the Company on 10 February 2009.

Mr. Fu Jie Pin, Mr. James Yin and Mr. Jee Wengue have confirmed that they have no disagreements with the Board and that there are no matters relating to their resignations that need to be brought to the attention of the shareholders of the Company.

The Board expresses its sincere gratitude to Mr. Fu Jie Pin, Mr. James Yin and Mr. Jee Wengue for their valuable contribution to the Company during their tenure of office.

(B) Change of Chairman of the Company

The Board announces that following the resignation as an executive director of the Company, Mr. Fu Jie Pin also resigned as the chairman of the Company and Mr. Chan Chun Hong, Thomas was appointed in his place with effect from 12 February 2009.

(C) Change of Authorised Representatives

The Board announces that Mr. Fu Jie Pin and Mr. Sin Ka Man resigned as authorised representatives of the Company and Mr. Chan Chun Hong, Thomas and Mr. Leong Weng Kin were appointed as authorised representatives of the Company with effect from 12 February 2009.

(D) Change of Company Secretary

The Board announces that Mr. Sin Ka Man resigned as the company secretary and Ms. Mak Yuen Ming, Anita, who is an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries, was appointed as the company secretary of the Company with effect from 12 February 2009.

By Order of the Board
China Agri-Products Exchange Limited
中國農產品交易所有限公司*
Chan Chun Hong, Thomas
Chairman

Hong Kong, 12 February 2009

As at the date of this announcement, the Board comprises Mr. Chan Chun Hong, Thomas, Mr. Ying Yat Man, Mr. Leong Weng Kin, Mr. Zhu Zhou, Mr. Yang Zong Lin, Mr. Chen Hong Bo and Mr. Yang Wei Yuan as executive directors of the Company, Mr. Yan Feng Xin, Mr. Ng Yat Cheung, Mr. Lee Chun Ho and Ms. Lam Ka Jen, Katherine, as independent non-executive directors of the Company.

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