



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)

Form of proxy for use by shareholders

At the Annual General Meeting to be held on Friday, 26 August 2022 (“AGM”)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each (the “Share(s)”) in the capital of China Agri-Products Exchange Limited 中國農產品交易有限公司 (the “Company”), HEREBY APPOINT ^(Note 3) the chairman of the AGM, or failing him _____ of _____ as my/our proxy to act for me/us and on my/our behalf at the AGM (or any adjournment thereof), as the case may be, 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 Friday, 26 August 2022, at 10:45 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said AGM and at the AGM, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company, the report of the directors of the Company (the “Director(s)”) and the report of the independent auditor of the Company (the “Auditor”) for the year ended 31 March 2022.		
2.	(a) To re-elect Mr. Yau Yuk Shing as a Director;		
	(b) To re-elect Mr. Wong Ping Yuen as a Director;		
	(c) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.		
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the Auditor and to authorise the Board to fix their remuneration.		
4.	(a) To grant an unconditional general mandate to the Directors to allot, issue and deal with securities in the capital of the Company ^(Note 5) ;		
	(b) To grant an unconditional general mandate to the Directors to repurchase Shares ^(Note 5) ; and		
	(c) To extend the general mandate granted to the Directors to issue securities by the number of Shares repurchased ^(Note 5) .		
5.	To approve and adopt the proposed New Share Option Scheme. ^(Note 5)		
	SPECIAL RESOLUTION		
6.	To approve and adopt the proposed New Bye-laws. ^(Note 5)		

Signed this the _____ day of _____ 2022 Shareholder’s(s’) signature ^(Notes 7 & 8): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all such Shares registered in your name(s).
- If any proxy other than the chairman of the AGM is preferred, please delete the words “the chairman of the AGM, or failing him” and insert the name and address of the proxy desired in the space provided. **Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.** If no name is inserted, the Chairman of the AGM will act as your proxy.
- IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate.** Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM other than that referred to in the notice convening the AGM.
- The full text of this resolution appears in the notice of the AGM dated 25 July 2022.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- Where there are joint registered holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
- A proxy need not be a member of the Company, but must attend the AGM in person to represent you.
- In order to be valid, this proxy form and the power of attorney or other authority, if any, under which it is signed or a certified copy of such 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 (before 15 August 2022), or at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of this proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, this proxy form shall be deemed to be revoked.

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 AGM (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 and to such parties who are authorised 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.