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**GOAL SUCCESS INVESTMENTS  
LIMITED**

*(Incorporated in the British Virgin Islands with limited liability)*

**WAI YUEN TONG MEDICINE  
HOLDINGS LIMITED**

**(位元堂藥業控股有限公司\*)**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 897)**



**WANG ON GROUP LIMITED**  
**(宏安集團有限公司)\***

*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 1222)**



**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)**

**JOINT ANNOUNCEMENT**

**PARTIAL OFFERS**

**DESPATCH OF THE COMPOSITE DOCUMENT**

**Financial Adviser to the Offeror**

  
**KINGSTON CORPORATE FINANCE**

\* For identification purpose only

References are made to (i) the joint announcement issued by Goal Success Investments Limited (the “**Offeror**”), Wai Yuen Tong Medicine Holdings Limited (“**WYT**”), Wang On Group Limited (“**WOG**”), Easy One Financial Group Limited (“**EOG**”) and China Agri-Products Exchange Limited (“**CAP**” or the “**Company**”) dated 26 September 2019 (the “**Joint Announcement**”); (ii) the joint supplemental announcement issued by the Offeror, WYT, WOG, EOG and CAP dated 28 November 2019 (the “**Joint Supplemental Announcement**”) in relation to the Partial Offers (as defined in the Joint Announcement and the Joint Supplemental Announcement); and (iii) the composite offer and response document dated 7 January 2020 jointly issued by the Offeror and CAP (the “**Composite Document**”).

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document, containing, among other things, the terms and conditions of the Partial Offers, a letter from Kingston Securities, a letter from the board of directors of CAP, a letter from the Independent Board Committee, a letter from Pelican Financial, together with the Forms of Acceptance, will be despatched to the Shareholders and the Convertible Noteholders of CAP on 7 January 2020.

Independent Shareholders and Independent Convertible Noteholders of CAP are advised to read the Composite Document and the Forms of Acceptance carefully, including the advice of the Independent Board Committee and the advice of Pelican Financial, before deciding whether or not to approve and/or accept the Partial Offers.

## **EXPECTED TIMETABLE**

The expected timetable of the Partial Offers, as extracted from the Composite Document, is set out below. The timetable below is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by the Offeror and CAP. All times and dates references contained in this joint announcement refer to Hong Kong times and dates.

Despatch date of the Composite Document  
and the accompanying Forms of Acceptance and  
the Partial Offers open for acceptance (*Note 1*) . . . . . Tuesday, 7 January 2020

Latest time and date for acceptance of the  
Partial Offers on the First Closing Date  
(*Notes 1 & 6*). . . . . by 4:00 p.m. on  
Wednesday, 29 January 2020

Announcement of the results of the  
Partial Offers as at the First Closing Date  
to be posted on the website of  
the Stock Exchange (*Notes 1 & 2*) . . . . . by 7:00 p.m. on  
Wednesday, 29 January 2020

Latest time and date for approval and  
acceptance of the Partial Offers  
(assuming that the Partial Offers become or  
are declared unconditional in all respects  
on the First Closing Date)  
(i.e. the Final Closing Date) (*Notes 2 & 6*) . . . . . by 4:00 p.m. on  
Wednesday, 12 February 2020

Announcement of the results of the  
Partial Offers as at the Final Closing Date  
to be posted on the website of  
the Stock Exchange (*Note 3*) . . . . . by 7:00 p.m. on  
Wednesday, 12 February 2020

Latest date for despatch of remittances  
for amounts due in respect of valid acceptances  
received under the Partial Offers at  
or before 4:00 p.m. on the Final Closing Date  
(assuming that the Partial Offers become or  
are declared unconditional in all respects  
on the First Closing Date) (*Notes 4 & 6*) . . . . . Friday, 21 February 2020

Latest time and date by which the Partial Offers  
can become or be declared unconditional  
as to acceptances (*Note 5*) . . . . . by 7:00 p.m. on  
Monday, 9 March 2020

*Notes:*

1. The Partial Offers are made on Tuesday, 7 January 2020, being the date of posting of the Composite Document and are capable of acceptance on and from that date until the close of the Offer Period, i.e. the Closing Date. The Offeror and the Company will issue a joint announcement on the Stock Exchange's website by 7:00 p.m. on the First Closing Date, stating the results of the Partial Offers and whether the Partial Offers have been revised or extended, have expired or have become or are declared unconditional. Where the Partial Offers become or are declared unconditional, the Partial Offers will remain open for acceptance for not less than 14 days thereafter in accordance with the Takeovers Code, but the Partial Offers must remain open for at least 21 days following the Despatch Date. Accordingly, if the Partial Offers are declared unconditional in all respects on or before the 7th day after the Despatch Date, then the Final Closing Date would be on (but no earlier than) the First Closing Date.

2. Pursuant to Rule 28.4 of the Takeovers Code, (i) if on a closing day acceptances received exceed the minimum number of Shares which would result in the Offeror and parties acting in concert with it holding 50.01% of the Shares in issue, provided that approval of the Partial Share Offer pursuant to Rule 28.5 of the Takeovers Code as more particularly set out in condition (b) in the paragraph headed “Conditions of the Partial Offers” in the “Letter from Kingston Securities” as set out in the Composite Document has also been obtained, the Offeror must declare the Partial Offers unconditional as to acceptances and comply with Rule 15.3 of the Takeovers Code by extending the Final Closing Date to the 14th day thereafter and the Offeror cannot further extend the Final Closing Date; (ii) if the acceptance condition has been fulfilled, the Offeror may declare the Partial Offers unconditional as to acceptances prior to the First Closing Date provided that it fully complies with Rule 15.3 of the Takeovers Code; and (iii) if the Partial Offers have been declared unconditional as to acceptances on the First Closing Date, the Offeror cannot extend the Final Closing Date to a day beyond the 14th day after the First Closing Date.
3. The announcement will comply with the disclosure requirements under Rule 19.1 and Note 7 to Rule 19 of the Takeovers Code and will include, among other things, the results of the Partial Offers and details of the way in which the pro rata entitlement for each Shareholder and/or Convertible Noteholder accepting the Partial Share Offer and/or Partial CN Offer (as the case may be) was determined.
4. Subject to the Partial Offers becoming unconditional, (i) remittances in respect of the cash consideration payable for the Offer Shares tendered under the Partial Share Offer will be posted to the Shareholders accepting the Partial Share Offer after deducting the applicable seller’s ad valorem stamp duty; and (ii) remittances in respect of the cash consideration payable for the Offer Convertible Notes tendered under the Partial CN Offer will be posted to the Convertible Noteholders accepting the Partial CN Offer after deducting the applicable seller’s ad valorem stamp duty, in both cases by ordinary post as soon as possible at the risk of the accepting Shareholders/Convertible Noteholders, but in any event within seven Business Days following the Final Closing Date.
5. In accordance with the Takeovers Code, except with the consent of the Executive, the Partial Offers may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the Despatch Date. Accordingly, unless the Partial Offers have previously become or declared unconditional as to acceptances, the Partial Offers will lapse after 7:00 p.m. on Monday, 9 March 2020, unless extended with the consent of the Executive.
6. If there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning in force or “extreme conditions” caused by super typhoon in Hong Kong:
  - (a) at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Partial Offers and the latest date for despatch of remittances for the amounts due under the Partial Offers in respect of valid acceptances, the latest time for acceptance of the Partial Offers will remain at 4:00 p.m. on the same Business Day and the latest date for the despatch of remittances will remain on the same Business Day; or
  - (b) at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Partial Offers and the latest date for despatch of remittances for the amounts due under the Partial Offers in respect of valid acceptances, the latest time for acceptance of the Partial Offers and the latest date for the despatch of remittances will be rescheduled on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

**Completion of the Partial Offers is subject to the Conditions being fulfilled. Accordingly, Shareholders and Convertible Noteholders, shareholders of WYT, shareholders of WOG and prospective investors are advised to exercise caution when dealing in the securities of CAP, WYT or WOG. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By Order of the board of  
**GOAL SUCCESS INVESTMENTS  
LIMITED**  
**Tang Mui Fun**  
*Director*

By Order of the board of  
**WAI YUEN TONG MEDICINE  
HOLDINGS LIMITED**  
(位元堂藥業控股有限公司\*)  
**Tang Ching Ho**  
*Chairman and Managing Director*

By Order of the board of  
**WANG ON GROUP LIMITED**  
(宏安集團有限公司)\*  
**Tang Ching Ho**  
*Chairman*

By Order of the board of  
**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, 7 January 2020

*As at the date of this joint announcement, the board of directors of the Offeror comprises Mr. Chan Chun Hong, Ms. Tang Mui Fun and Ms. Tang Wai Man.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the WYT Group, the CAP Group or the WOG Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the respective directors of WYT, CAP and WOG) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the board of directors of WYT comprises Mr. Tang Ching Ho, Mr. Chan Chun Hong, Thomas, Ms. Tang Mui Fun and Ms. Tang Wai Man as executive directors; and Mr. Leung Wai Ho, Mr. Siu Man Ho, Simon, Mr. Cho Wing Mou and Mr. Li Ka Fai, David as independent non-executive directors.*

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*The directors of WYT jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the CAP Group or the WOG Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the respective directors of CAP and WOG) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the board of directors of WOG comprises Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Mr. Chan Chun Hong, Thomas as executive directors; and Dr. Lee Peng Fei, Allen, Mr. Wong Chun, Justein and Mr. Siu Kam Chau as independent non-executive directors.*

*The directors of WOG jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror, the WYT Group or the CAP Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the respective directors of the Offeror, WYT and CAP) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the board of directors of CAP comprises Mr. Chan Chun Hong, Thomas, Mr. Leung Sui Wah, Raymond and Mr. Yau Yuk Shing as executive directors; and Mr. Ng Yat Cheung, Mr. Lau King Lung and Mr. Wong Ping Yuen as independent non-executive directors.*

*The directors of CAP jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror, the WYT Group or the WOG Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the respective directors of the Offeror, WYT and WOG) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*