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*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities in China Agri-Products Exchange Limited.*



**CHINA AGRY-PRODUCTS EXCHANGE LIMITED**

中國農產品交易所有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0149)**



**Easy One Financial Group Limited**

易易壹金融集團有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 221)**



**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)**

**JOINT ANNOUNCEMENT  
TERMINATION OF THE PROPOSED CAPITAL REORGANISATION,  
PROPOSED RIGHTS ISSUE  
AND  
PROPOSED ISSUE AND PLACING OF CONVERTIBLE NOTES  
OF  
CHINA AGRY-PRODUCTS EXCHANGE LIMITED**

This announcement is jointly made by the board of directors of each of China Agri-Products Exchange Limited (“CAP”), Easy One Financial Group Limited (“EOG”), Wai Yuen Tong Medicine Holdings Limited (“WYT”) and Wang On Group Limited (“WOG”) pursuant to Rule 13.09(2) of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

*\* For identification purpose only*

Reference is made to the joint announcements of CAP, EOG, WYT and WOG dated 26 July 2017 and 16 August 2017 and the announcements of CAP dated 11 August 2017, 25 August 2017 and 4 September 2017 (the “**Announcements**”) in relation to, among other things, the Capital Reorganisation, the Rights Issue and the Notes Issue, and the Whitewash Waiver. Unless otherwise specified, capitalised terms used in this joint announcement have the same meanings given to them in the Announcements.

In light of the unfavourable decision from the Stock Exchange that the listing approval relating to the Rights Issue and the Notes Issue will not be granted, after negotiation between CAP, WYT and Kingston, they have entered into the following termination agreements.

## **TERMINATION OF THE RIGHTS ISSUE AND NOTES ISSUE**

### **(I) Termination of the Underwriting Agreement**

On 15 September 2017, CAP, Key High, WYT and Kingston entered into a termination agreement in which the parties have mutually agreed to terminate, with no further liability or claims towards each other, the Underwriting Agreement with effect on the date thereof.

### **(II) Termination of the Notes Placing Agreement**

On 15 September 2017, CAP and Kingston entered into a termination agreement in which the parties have mutually agreed to terminate, with no further liability or claims towards each other, the Notes Placing Agreement with effect on the date thereof.

### **(III) Termination of the WYT Note Subscription Agreement**

On 15 September 2017, CAP and Key High entered into a termination agreement in which the parties have mutually agreed to terminate, with no further liability or claims towards each other, the WYT Note Subscription Agreement with effect on the date thereof.

### **(IV) Irrevocable Undertaking**

As CAP will not proceed with the Rights Issue and hence the conditions for the Rights Issue (other than the condition relating to the performance of all undertakings and obligations of Onger Investments under the Irrevocable Undertaking) will not be fulfilled, Onger Investments is no longer required to perform its undertakings and obligations under the Irrevocable Undertaking.

## **(V) Amendment Agreements**

As CAP will not proceed with the Rights Issue and other transactions and hence the shareholders' approval for each of EOG, WYT and WOG will not be obtained, the Amendment Agreements ceased to have any effect. As a result, the 10% per annum interest rate on the Bonds remains unchanged and letters of request for extension have been issued by CAP to each of Double Leads, Winning Rich and Peony Finance and acknowledged by each of Double Leads, Winning Rich and Peony Finance on 15 September 2017, pursuant to which each of Double Leads, Winning Rich and Peony Finance agreed to extend the interest payment date under the Bonds from 31 August 2017 to 30 November 2017 in consideration for an additional amount calculated at the rate of 12% per annum which shall be payable on the accrued interests for such extension period.

## **TERMINATION OF THE PROPOSED CAPITAL REORGANISATION**

The CAP Board further announced that the proposed Capital Reorganisation and the proposed change of board lots will not be proceeded.

## **INSIDE INFORMATION OF CAP**

As disclosed in the interim report of CAP for the six months ended 30 June 2017 and the Announcements, the CAP Group is in need of additional funds so as to be able to repay debt when it falls due over the next few months. The directors of CAP will expedite its sales of properties and continue to explore any possible alternatives or opportunities to improve its financial position by way of refinancing, extension of borrowings and/or equity fund raising. CAP will make further announcements as and when appropriate in accordance with the Listing Rules, the Takeovers Code and the SFO.

**CAP Shareholders and potential investors should exercise caution when dealing in the securities of CAP.**

By Order of the CAP Board  
**CHINA AGRICULTURAL PRODUCTS EXCHANGE  
LIMITED**  
中國農產品交易所有限公司  
**Leung Sui Wah, Raymond**  
*Executive Director*

By Order of the EOG Board  
**EASY ONE FINANCIAL GROUP  
LIMITED**  
易易壹金融集團有限公司  
**Chan Chun Hong, Thomas**  
*Chairman and Managing Director*

By Order of the WYT Board  
**WAI YUEN TONG MEDICINE  
HOLDINGS LIMITED**  
(位元堂藥業控股有限公司\*)  
**Tang Mui Fun**  
*Executive Director*

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

Hong Kong, 15 September 2017

*As at the date of this joint announcement, the CAP 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, Mr. Lau King Lung and Mr. Wong Hin Wing, as the independent non-executive directors. The CAP Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to EOG, WYT, WOG or any of their associates or any parties acting in concert with any of them (excluding for this purpose 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 opinions expressed by EOG, WYT or WOG or any of their associates or any parties acting in concert with any of them (excluding for this purpose the CAP Group)) 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.*

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*As at the date of this joint announcement, the EOG Board comprises Mr. Chan Chun Hong, Thomas, Mr. Cheung Wai Kai and Ms. Stephanie, as the executive directors, and Mr. Sin Ka Man and Mr. Cheung Sau Wah, Joseph, as the independent non-executive directors. The EOG Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to CAP, WYT, WOG or any of their associates or any parties acting in concert with any of them (excluding the EOG Group)) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by CAP, WYT or WOG or any of their associates or any parties acting in concert with any of them (excluding the EOG Group)) 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 WYT Board comprises Mr. Tang Ching Ho, Mr. Chan Chun Hong, Thomas and Ms. Tang Mui Fun, as the executive directors, and Mr. Siu Man Ho, Simon, Mr. Leung Wai Ho, Mr. Cho Wing Mou and Mr. Li Ka Fai, David, as the independent non-executive directors. The WYT Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to CAP, EOG, WOG or any of their associates or any parties acting in concert with any of them (excluding the WYT Group)) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by CAP, EOG or WOG or any of their associates or any parties acting in concert with any of them (excluding the WYT Group)) 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 WOG Board comprises Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Mr. Chan Chun Hong, Thomas, as the executive directors, and Dr. Lee Peng Fei, Allen, Mr. Wong Chun, Justein, Mr. Siu Yim Kwan, Sidney and Mr. Siu Kam Chau, as the independent non-executive directors. The WOG Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to CAP, EOG, WYT or any of their associates or any parties acting in concert with any of them (excluding the WOG Group other than the WYT Group)) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by CAP, EOG or WYT or any of their associates or any parties acting in concert with any of them (excluding the WOG Group other than the WYT Group)) 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.*