

## NOT FOR DISTRIBUTION IN THE UNITED STATES

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*

*This joint announcement is for information purposes only and does not constitute an invitation or solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.*

*This joint announcement is not an offer of securities for sale or the solicitation of an offer to buy securities in the United States or in any country or jurisdiction in which any such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such country or jurisdiction. No securities may be offered or sold in the United States absent registration or an exemption from registration. Public offerings of securities in the United States must be made by means of a prospectus that may be obtained from the company making the offer and that contains detailed information about such company and its management and financial statements. CAP has not registered and does not intend to register any of the Bonds in the United States.*

### JOINT ANNOUNCEMENT



## 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)**

### COMPLETION OF THE ISSUE OF HKD DENOMINATED UNSECURED BONDS



**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)**



**PNG Resources**

**Holdings Limited**

**PNG 資源控股有限公司**

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

**(Stock Code: 221)**

**THE SUBSCRIPTION OF  
THE BONDS**

**THE SUBSCRIPTION OF  
THE BONDS**

**THE SUBSCRIPTION OF  
THE BONDS**

### PLACING AGENT OF THE BONDS ISSUE



**建银国际**

**CCB International**

\* For identification purposes only

Reference is made to (i) the joint announcement of CAP, WYT, WOG and PNG dated 4 October 2014 in respect of, among other things, the Subscription Agreement and the Bonds Issue (the “**Bonds Issue Announcement**”); (ii) the circulars of WYT, WOG and PNG, respectively, dated 24 October 2014 in respect of, among other things, the Subscriptions; and (iii) the announcements of WYT, WOG and PNG, respectively, dated 10 November 2014 in respect of the poll results of the WYT SGM, the WOG SGM and the PNG SGM, respectively. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Bonds Issue Announcement.

The CAP Board is pleased to announce that the conditions set out in the Subscription Agreement have been fulfilled or waived (as the case may be) by the Placing Agent and the Subscribers pursuant to a supplemental subscription agreement dated 28 November 2014 among CAP, the Placing Agent and the Subscribers (the “**Supplemental Subscription Agreement**”, together with the Subscription Agreement, the “**Subscription Agreements**”).

Completion of the Bonds Issue and the Subscriptions took place on 28 November 2014 in accordance with the terms and conditions of the Subscription Agreements. The 2016 Bonds in the aggregate principal amount of HK\$200 million and the 2019 Bonds in the aggregate principal amount of HK\$1,200 million have been issued by CAP and the Subscribers have subscribed the Bonds as follows:

- (a) Double Leads subscribed for the 2016 Bonds in the principal amount of HK\$200 million and the 2019 Bonds in the principal amount of HK\$330 million, respectively;
- (b) Peony Finance subscribed for the 2019 Bonds in the principal amount of HK\$150 million; and
- (c) Winning Rich subscribed for the 2019 Bonds in the principal amount of HK\$720 million.

The net proceeds raised from the Bonds Issue have been fully applied towards repayment of outstanding indebtedness of CAP owed to the Subscribers.

No application has been made by CAP to the Stock Exchange for the listing of, and permission to deal in, the Bonds and the Placing Agent and the Subscribers have waived the condition in respect of the listing of the Bonds under the Subscription Agreement. Pursuant to the Supplemental Subscription Agreement, CAP will use reasonable endeavours to obtain and maintain a listing of the Bonds on the Stock Exchange following the appointment of an institutional fiscal agent, principal paying agent and registrar and transfer agent with respect to the Bonds. CAP will make further announcement(s) in relation to the listing of the Bonds as and when appropriate.

By Order of the CAP Board  
**CHINA AGRI-PRODUCTS EXCHANGE LIMITED**  
中國農產品交易有限公司  
**Leung Sui Wah, Raymond**  
*Executive 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*

By Order of the PNG Board  
**PNG RESOURCES  
HOLDINGS LIMITED**  
PNG資源控股有限公司  
**Chan Chun Hong, Thomas**  
*Chairman and Managing Director*

Hong Kong, 28 November 2014

\* For identification purposes only

*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, Ms. Lam Ka Jen, Katherine and Mr. Lau King Lung as the independent non-executive directors.*

*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. Yuen Chi Choi, Mr. Leung Wai Ho and Mr. Cho Wing Mou as the independent non-executive directors.*

*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.*

*As at the date of this joint announcement, the PNG Board comprises Mr. Chan Chun Hong, Thomas, Mr. Cheung Wai Kai and Mr. Wong Yiu Hung, Gary as the executive directors, and Mr. Sin Ka Man, Mr. Yuen Kam Ho, George and Mr. Cheung Sau Wah, Joseph as the independent non-executive directors.*