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CHINA AGRI-PRODUCTS EXCHANGE LIMITED

中國農產品交易所有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0149)

PROFIT WARNING

This announcement is made pursuant to Rule 13.09 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 (the “**SFO**”, Chapter 571, Laws of Hong Kong).

References are made to the announcements of China Agri-Products Exchange Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) dated 7 July 2015 and 16 July 2015 in relation to, among others, (i) the proposed placing and issue of the Company’s convertible notes, (ii) the placing and issue of new shares in the Company, (iii) connected transactions of the Company, and (iv) an application for a whitewash waiver by the Company (together, the “**Transactions**”), and the announcement of the Company dated 17 July 2015 in relation to update on continued suspension of trading.

The board of directors (the “**Board**”) of the Company wishes to inform the shareholders and potential investors of the Company that the Group is expected to record a loss attributable to owners of the Company for the six months ended 30 June 2015 as compared to the profit attributable to owners of the Company recorded for the corresponding period in 2014, due to (i) an increase in administrative expenses and finance costs, and (ii) a decrease in the revaluation surplus in respect of the Company’s investment properties. The overall expected loss is mildly offset by a decrease in selling expenses and an increase in revenue from agricultural produce exchange market operation due to an increase in the number of operating markets when compared with the same period of last year.

As the Company is still in the course of preparing its interim results for the six months ended 30 June 2015, the information contained in this announcement is only based on the preliminary review of the consolidated management accounts of the Group which have yet to be confirmed. The unaudited interim results of the Group for the six months ended 30 June 2015 are expected to be announced by the Company on or before 31 August 2015.

Pursuant to Rule 10 of The Code on Takeovers and Mergers issued by the Securities and Futures Commission (the “**Takeovers Code**”), this profit warning constitutes a profit forecast and is required to be reported on by the Company’s financial advisers and its auditor or accountant in accordance with Rule 10.4 of the Takeovers Code. However, in view of the time constraints faced by the Company when issuing this announcement, this profit warning does not meet the standard required by Rule 10 of the Takeovers Code. This profit warning is normally required to be separately reported on by the Company’s financial adviser and its auditor or accountant and such report contained in the next document to be issued by the Company to its shareholders in connection with the Transactions (the “**Circular**”). However, in the event that the Company (i) publishes its interim results announcement for the six months ended 30 June 2015 (to which this profit warning relates) prior to the issue of the Circular, and (ii) includes such interim results together with the notes to the financial statements in the Circular, the Company will no longer be required under the Takeovers Code to include such a report by its financial adviser and its auditor or accountant in the Circular. However, if the Circular is despatched to shareholders before the interim results announcement of the Company for the six months end 30 June 2015 is published, the profit warning will be reported on in accordance with Rule 10 of the Takeovers Code.

Shareholders and potential investors of the Company should note that this profit warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on this profit warning in assessing the merits and demerits of the Transactions. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

Trading in the Company's shares and 1 per cent notes due 2024 (Stock Code: 5755) on the Stock Exchange continued to be suspended with effect from 9:00 a.m. on 17 July 2015 pending the release of this announcement. Applications have been made to the Stock Exchange for the resumption of trading in the Company's shares and 1 per cent notes due 2024 (Stock Code: 5755), respectively, on the Stock Exchange with effect from 1 p.m. on 17 July 2015.

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 and Chief Executive Officer

Hong Kong, 17 July 2015

As at the date of this announcement, the executive directors of the Company are Mr. Chan Chun Hong, Thomas, Mr. Leung Sui Wah, Raymond and Mr. Yau Yuk Shing and the independent non-executive directors of the Company are Mr. Ng Yat Cheung, Ms. Lam Ka Jen, Katherine and Mr. Lau King Lung.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement of this joint announcement misleading.