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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the shareholders and potential investors of the Company that based on a preliminary review of the unaudited consolidated management accounts of the Group and other information currently available to the Group, the Group has recorded an increase in the consolidated net loss attributable to equity owners of the Company for the financial year ended 31 December 2016 as compared to the financial year ended 31 December 2015. Such further increase in the expected loss is primarily due to a preliminary indication from the property valuers of the Company that there has been a downward market trend in 2016 which is expected to result in a decrease in the values of the Company's investment properties and stock of properties as at 31 December 2016, as compared to 31 December 2015. This announcement is only based on the preliminary review of the consolidated management accounts of the Group which have yet to be confirmed, reviewed or audited by the auditors or property valuers of the Company.

Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (the "**SFO**", Chapter 571 of the Laws of Hong Kong).

The board of directors (the "**Board**") of China Agri-Products Exchange Limited (the "**Company**" together with its subsidiaries, the "**Group**") wishes to inform the shareholders and potential investors of the Company that based on a preliminary review of the unaudited consolidated management accounts of the Group and other information currently available to the Group, the Group has recorded an increase in the consolidated net loss attributable to equity owners of the Company for the financial year ended 31 December 2016 as compared to the financial year ended 31 December 2015. Such further increase in the expected loss is primarily due to a preliminary indication from the property valuers of the Company that there has been a downward market trend in 2016 which is expected to result in a decrease in the values of the Company's investment properties and stock of properties as at 31 December 2016, as compared to 31 December 2015.

As the Company is still in the course of preparing its annual results for the year ended 31 December 2016, 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, reviewed or audited by the auditors or property valuers of the Company. The audited annual results of the Group for the year ended 31 December 2016 will be announced in due course by the Company in accordance with the requirements under the Listing Rules.

Reference is made to the Company's announcement dated 4 December 2016 in relation to among other things, the acquisition of the pawn loan business operated by 中安信邦資產管理有限公司 (CITIC XinBang Asset Management Corporation Ltd*) (the "**Acquisition**") and the application for whitewash waiver (the "**Whitewash Waiver**"). The circular (the "**Circular**") in compliance with requirements under the Listing Rules and Rule 8.2 of The Code on Takeovers and Mergers issued by the Securities and Futures Commission (the "**Takeovers Code**") containing, among other things, further details of the Acquisition and the Whitewash Waiver is expected to be despatched by 31 March 2017. Pursuant to Rule 10 of the Takeovers Code, this announcement 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, due to 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 should be contained in the next document to be issued by the Company to its shareholders. As it is expected that the Company will (i) publish its annual results announcement for the year ended 31 December 2016 (to which this announcement relates) prior to the issue of the Circular, and (ii) include such annual results together with the notes to the financial statements in the Circular, the inclusion of such a report by its financial adviser and its auditor or accountant in the Circular will no longer be required.

Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.

* *The English name is an informal English translation of the official Chinese name.*

By Order of the Board
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, 3 February 2017

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, Mr. Lau King Lung and Mr. Wong Hin Wing.

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 enquiries, 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 in this announcement misleading.