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NATIONAL AGRICULTURAL HOLDINGS LIMITED
國農控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1236)

CLARIFICATION ANNOUNCEMENT
CIRCULAR AND NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the “**AGM Circular**”) of National Agricultural Holdings Limited (the “**Company**”) dated 31 May 2016 and the notice of annual general meeting dated 31 May 2016 (the “**AGM Notice**”). Capitalised terms used but not otherwise defined in this announcement shall have the same meanings ascribed to them in the AGM Circular.

The Company noted inadvertent errors in the AGM Circular and wishes to make the following clarifications:

1. the amount of remuneration of Mr. Chen on page 10 of the AGM Circular should be read as follows with the changes underlined:

“The amount of fees and emoluments to be received by Mr. Chen will be fixed by the Board at HKD2,990,000 per annum, subject to Shareholders’ approval at the forthcoming Annual General Meeting.”

2. details of the interests of Mr. Chen and his associates in the Shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which have been notified to the Stock Exchange pursuant to the Model Code contained in the Listing Rules which have been recorded in the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, on page 10 of the AGM Circular, should be amended and replaced as follows:

Name of Director	Type of interests	Long position in the ordinary and underlying shares of the Company	Percentage of the Company's issued share capital
Chen Li-Jun	Beneficial owner (<i>Note</i>)	1,500,000	0.07

Note:

On 2 April 2015, the Company granted share options to subscribe for 1,500,000 Shares to Mr. Chen. Such share options has an exercise period from 8 April 2015 to 6 April 2018 and an exercise price of HK\$2.33 per share. On 10 December 2015, 450,000 share options were exercised by Mr. Chen.

3. details of the interests of Mr. Ren and his associates in the Shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which have been notified to the Stock Exchange pursuant to the Model Code contained in the Listing Rules which have been recorded in the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, on page 11 of the AGM Circular, should be amended and replaced as follows:

Name of Director	Type of interests	Long position in the ordinary and underlying shares of the Company	Percentage of the Company's issued share capital
Ren Hai	Beneficial owner (<i>Note</i>)	300,000	0.01

Note:

On 2 April 2015, the Company granted share options to subscribe for 300,000 Shares to Mr. Ren. Such share options has an exercise period from 8 April 2015 to 6 April 2018 and an exercise price of HK\$2.33 per share. On 10 December 2015, 90,000 share options were exercised by Mr. Ren.

4. details of the interests of Mr. Peng and his associates in the Shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which have been notified to the Stock Exchange pursuant to the Model Code contained in the Listing Rules which have been recorded in the register maintained by the Company pursuant to section 352 of the SFO as at the Latest Practicable Date, on page 12 of the AGM Circular, should be amended and replaced as follows:

Name of Director	Type of interests	Long position in the ordinary and underlying shares of the Company	Percentage of the Company's issued share capital
Peng Guojiang	Beneficial owner (<i>Note</i>)	1,000,000	0.05

Note:

On 2 April 2015, the Company granted share options to subscribe for 1,000,000 Shares to Mr. Peng. Such share options has an exercise period from 8 April 2015 to 6 April 2018 and an exercise price of HK\$2.33 per share. On 10 December 2015, 300,000 share options were exercised by Mr. Peng.

The Company confirms that, except as clarified above, all other information contained in the AGM Circular and the AGM Notice remains unchanged. The clarification announcement is supplemental to and should be read in conjunction with the AGM Circular and the AGM Notice, and in that connection the existing AGM Circular and the AGM Notice in the form as they are now will continue to be valid.

For and on behalf of
National Agricultural Holdings Limited
Chen Li-Jun
Chairman

Hong Kong, 13 June 2016

As at the date of this announcement, the Board comprises four executive Directors, being Mr. Chen Li-Jun, Mr. Ren Hai, Mr. Peng Guojiang and Ms. Wen Yuanyi, and three independent non-executive Directors, being Ms. Chiu Kam Hing Kathy, Mr. Ting Tit Cheung and Mr. Fan William Chung Yue.