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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)

PROFIT WARNING

This announcement is made by the Company pursuant to the provisions of inside information under Part XIVA of the SFO and Rule 13.09(2)(a) of the Listing Rules.

The Board wishes to inform the shareholders and potential investors of the Company that based on the preliminary assessment by the Board of the unaudited consolidated management accounts of the Group for the financial year ended 31 December 2013, the Group expects to record a loss attributable to the equity holders of the Company for the financial year ended 31 December 2013 as compared with a profit for the financial year ended 31 December 2012.

The information contained in this announcement is only a preliminary assessment by the Board based on the information currently available to the Company, which have not been reviewed or confirmed by the Company's audit committee, and have not been reviewed or audited by the Company's auditors.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

This announcement is made pursuant to the provisions of insider information under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO") and Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The board (the "Board") of directors (the "Directors") of National Agricultural Holdings Limited (the "Company" and together with its subsidiaries, the "Group") wishes to inform the shareholders and potential investors of the Company that based on the preliminary assessment by the Board of the unaudited consolidated management accounts of the Group for the financial year ended 31 December 2013, the Group expects to record a loss attributable to the equity holders of the Company for the financial year ended 31 December 2013 as compared with a profit for the financial year ended 31 December 2012.

Based on the information currently available, such a loss of the Group was mainly attributable to (i) the costs incurred in complying with the Company's obligations under the Hong Kong Code on Takeovers and Mergers in relation to the acquisition of a controlling interest in the Company by Parko (Hong Kong) Limited (“**Parko**”) and the general offer made by Parko in connection therewith; (ii) the issue of convertible bonds by the Company to Parko; and (iii) the professional fees incurred in relation to a one-off strategic review of the financial information services and software terminal operations of the Group during the financial year ended 31 December 2013.

As the Company is in the process of finalising its annual results for the financial year ended 31 December 2013, the information contained in this announcement is only a preliminary assessment by the Board based on the information currently available to the Company, which have not been reviewed or confirmed by the Company's audit committee, and have not been reviewed or audited by the Company's auditors. Further details of the Group's performance will be disclosed in the Group's annual results for the financial year ended 31 December 2013 to be published by the Group.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 13 February 2014

As at the date of this announcement, the Board of the Company comprises six executive Directors, being Mr. Chen Li-Jun, Mr. Zhang Yanhui, Mr. Ren Hai, Mr. Peng Guojiang, Mr. Zhang Yuliang and Ms. Wen Yuanyi, and five independent non-executive Directors, being Ms. Chiu Kam-Hing Kathy, Mr. Tsai Jeng-Yang, Mr. Ting Tit Cheung, Mr. Shum Wan Lung and Mr. Law Yee Kwan Quinn.