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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 – PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF DIRECTORS, ADOPTION OF SHARE OPTION SCHEME AND NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular of even date in relation to the captioned matter (the “**Circular**”). The Company noted certain clerical mistakes in the Circular and wishes to make the following clarifications:

1. On page 12 of the Circular, the second paragraph should read as follows with the changes underlined:

“Assuming that the substantial Shareholders do not dispose of its Shares, if the Repurchase Mandate were exercised in full, the percentage shareholdings of the substantial shareholders of the Company before and after such repurchase would be as follows:

Substantial Shareholders	Before repurchase	After Repurchase
Chou Shih-Chung	6.91%	7.68%
Parko (Hong Kong) Limited	<u>53.58%</u>	<u>59.54%</u>
	<u>60.49%</u>	<u>67.22%</u> ”

2. On page 13 of the Circular, the last paragraph should read as follows with the changes underlined:

“As at the Latest Practicable Date, 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 and which have been recorded in the register maintained by the Company pursuant to section 352 of the SFO, were as follows:

<u>Name of Director</u>	<u>Type of interests</u>	<u>Name of associated corporation</u>	<u>Number of shares held</u>	<u>Approximate % of the issued share capital of the associated corporation</u>
Mr. Chen Li-Jun	Corporate <u>interest (Note)</u>	<u>Hebei AMP</u>	13,950,000	15.50%

Note:

Hebei AMP owned 51% of Million Rich Hong Kong Holdings Company Limited which in turn owned 100% of Parko (Hong Kong) Limited. Parko (Hong Kong) Limited owned approximately 53.58% of the Company. As such, Hebei AMP is a holding company of and therefore an associated corporation of the Company pursuant to section 308 of the SFO. Chen Li-Jun held 15.5% of Hebei AMP.”

3. On page 16 of the Circular, the last paragraph should read as follows with the changes underlined:

“As at the Latest Practicable Date, the interests of Ms. Wen and her 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 and which have been recorded in the register maintained by the Company pursuant to section 352 of the SFO, were as follows:

<u>Name of Director</u>	<u>Type of interests</u>	<u>Number of Shares held</u>	<u>Approximate % of the Company’s issued share capital</u>
Ms. Wen Yuanyi	Personal <u>interest (Note)</u>	<u>22,825,864</u>	<u>1.72%</u>

Note:

These Shares were held by Precursor Management Inc. (“PMI”), which was wholly owned by Cai Weiheng, the husband of Ms. Wen. By virtue of the SFO, Ms. Wen was deemed to be interested in the Shares held by PMI for the purpose of Part XV of the SFO.”

The above clarifications do not affect other information contained in the Circular and therefore, save as disclosed in this announcement, the remaining content of the Circular remains unchanged.

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

Hong Kong, 13 May 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.