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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)**

### **INSIDE INFORMATION**

#### **COOPERATION FRAMEWORK AGREEMENT WITH GUANGZHOU EXCHANGE GROUP CO., LTD. TO DEVELOP AGRICULTURAL PRODUCTS TRADING BUSINESS AND RURAL LAND PROPERTY RIGHTS TRANSFER BUSINESS**

This announcement is made by National Agricultural Holdings Limited (the “**Company**”) 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 under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

#### **COOPERATION FRAMEWORK AGREEMENT**

The Board is pleased to announce that after trading hours on 4 June 2014, the Company entered into a cooperation framework agreement (“**Cooperation Framework Agreement**”) with Guangzhou Exchange Group Co., Ltd. (廣州交易所集團有限公司) (“**Guangzhou Exchange Group**”) for their cooperation in the development and operation of agricultural products trading business and rural land property rights transfer business in China.

**Agricultural products trading business:** The Company will work with Guangzhou Commodity Exchange Limited (廣州商品交易所有限公司), a subsidiary of Guangzhou Exchange Group, to establish an agricultural products trading platform. It is expected that this trading platform will organise electronic spot commodities trading and offer related logistics, finance, information, quality control and other supporting services to its trading participants. Products to be traded on this trading platform will include agricultural means products and agricultural by-products.

**Rural land property rights transfer business:** By leveraging on the current trading platform of the Guangzhou Agricultural Equity Exchange (廣州農村產權交易所), one of the equity exchanges of the Guangzhou Exchange Group, the Company and Guangzhou Exchange Group will jointly develop the rural land property rights transfer business with an aim to develop a national rural land property rights collection, sorting, trading, cooperative development and management platform.

Pursuant to the Cooperation Framework Agreement, the Company shall provide capital contribution to the development and operation of the agricultural products trading platform and shall be responsible for, among others, the recommendation of products to be traded on the trading platforms and the establishment of the membership of trading participants. Guangzhou Exchange Group shall be responsible for, among others, designing trading rules and operation manuals, and the development of electronic trading system.

The term of cooperation will be 15 years from the date of the Cooperation Framework Agreement. Parties may discuss on the renewal of cooperation closely before the expiry of this term.

Guangzhou Exchange Group was established by the Guangzhou Municipal Government (廣州市人民政府). It is principally engaged in the investment and operation of equity and commodities exchanges. The Directors consider that there are desirable market opportunities in the trading of agricultural means products, agricultural by-products and rural land property rights. The cooperation with Guangzhou Exchange Group would help the Company to seize such market opportunities and provide long-term benefits to the Company and its shareholders.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the Guangzhou Exchange Group and its ultimate beneficial owner(s) is an independent third party independent of and not connected with the Company and its connected persons (as defined under the Listing Rules).

## **GENERAL**

The parties would continue to discuss the types of products to be traded on the trading platforms in detail. Therefore, whether the transactions may proceed would depend on such further discussions between the parties.

Further announcement(s) in relation to the transactions contemplated under the Cooperation Framework Agreement will be made by the Company as and when appropriate in compliance with the Listing Rules.

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

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

Hong Kong, 4 June 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.*