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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

This announcement is to clarify and provide supplemental information in respect of Mr. LAW Yee Kwan Quinn (“**Mr. Law**”), who is currently an independent non-executive Director and a member of the Audit Committee.

The spouse of Mr. Law, Ms. SHING Mo Han, Yvonne (“**Mrs. Law**”) is serving as a partner with Deloitte HK which is the auditor of the Company. Mrs. Law is a vice chairman of Deloitte HK which is an honorary position and is not a member of the management team or the board of Deloitte HK. She has not been involved and will not be involved in providing services to or dealings with the Group.

The Board and the Nomination Committee have assessed Mr. Law’s independence to serve as an independent non-executive Director and a member of the Audit Committee, and concluded that Mr. Law’s independence would not be affected by Mrs. Law’s positions and her role in Deloitte HK. In reaching this conclusion, the Board and the Nomination Committee have considered the following factors:

- (i) the positions of Mrs. Law and her role in Deloitte HK;
- (ii) the fact that Mrs. Law has not been involved in the engagement or the provision of services to the Company by Deloitte HK; and
- (iii) the biographical information of Mr. Law, including but not limited to his education background, professional qualifications, professional experience, skills and knowledge, roles in public services and his respectful social status.

Save as disclosed in this announcement, Mr. Law confirms that there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules; and the Board is not aware of any other matters that need to be brought to the attention of the shareholders of the Company regarding Mr. Law.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Audit Committee”	the audit committee of the Company
“Board”	board of Directors
“Company”	National Agricultural Holdings Limited (國農控股有限公司)
“Deloitte HK”	Deloitte Touche Tohmatsu, Hong Kong, the auditor of the Company
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 11 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.