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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)

DISPOSAL OF INVESTMENT PROPERTY

On 22 May 2015, Shanghai Qianlong Advanced Technology Company Limited* (上海乾隆高科技有限公司) (“**Shanghai Qianlong**”), a wholly owned subsidiary of National Agricultural Holdings Limited (“**Company**”) entered into a sale and purchase agreement (“**Agreement**”) with an independent third party (“**Purchaser**”) pursuant to which Shanghai Qianlong agreed to sell and the Purchaser agreed to purchase the property located at 25/F, No. 855 Pudong South Road, World Plaza, Shanghai, the People’s Republic of China (“**PRC**”) (中國上海浦東南路855號世界廣場25樓), together with 10 car park spaces (“**Investment Property**”) at a total consideration of RMB53.5 million (“**Disposal**”).

Pursuant to Rule 14.92 of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), a company may not dispose of its existing business for a period of 24 months after a change in control (as defined in the Hong Kong Code on Takeovers and Mergers). There was a change in control of the Company on 11 October 2013 when Parko (Hong Kong) Limited acquired approximately 34.54% of the then issued share capital of the Company. For further information, please refer to the announcement of the Company dated 14 October 2013.

The Company had obtained a waiver from strict compliance with Rule 14.92 of the Listing Rules from the Stock Exchange which was granted on the basis that, (i) the reason of the Disposal is to capitalise on the favourable property market conditions in the PRC; (ii) the Investment Property is a non-core asset of the Company and its subsidiaries (“**Group**”) which has been leased to an independent third party, and therefore the Disposal will not change the existing principal business of the Group; and (iii) there had not been any injection of assets from the controlling shareholder of the Company which would have resulted in a very substantial acquisition since the change in control of the Company.

* *For identification purposes only*

Since the applicable percentage ratios (as defined in the Listing Rules) in respect of the Disposal are less than 5%, the Disposal does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

By order of the Board
National Agricultural Holdings Limited
Chen Li-Jun
Chairman

Hong Kong, 26 May 2015

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