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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 Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

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 2014, the Group is expected to continue to record a loss for the financial year ended 31 December 2014.

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

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

This announcement is made by National Agricultural Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors of the Company (the “**Directors**”) wishes to inform the shareholders (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 2014, the Group is expected to continue to record a loss for the financial year ended 31 December 2014.

Based on the information currently available, the expected loss of the Group was mainly attributable to (i) the professional fees incurred in relation to various corporate projects of the Group during the financial year ended 31 December 2014, including but not limited to, the further capital contribution to 中合盟達融資租賃有限公司 (China Coop Financial Leasing Co. Ltd.,*), placing and subscription of new shares under specific mandates and the entering into the memorandum of understanding in relation to the possible acquisition of an interest in 中農集團農機控股有限公司 (Sino-agri Agricultural Machinery Holdings Company Limited*); and (ii) the expenses incurred for the rental and administration of the Group's Hong Kong office during the financial year ended 31 December 2014.

As the Company is in the process of finalising its annual results for the financial year ended 31 December 2014, the information contained in this announcement is only a preliminary assessment by the Board based on the information currently available to the Company, which has not been reviewed or confirmed by the Company's audit committee, and has 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 2014, which is expected to be announced in March 2015.

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

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

Hong Kong, 18 February 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.

* *for identification purpose only*