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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

PROPOSED TRANSFER OF SHARES IN THE HOLDING COMPANY OF THE CONTROLLING SHAREHOLDER

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).

On 12 May 2015, the board of directors of the Company (the “**Board**”) has been informed by Parko (Hong Kong) Limited (“**Parko**”), the controlling shareholder (as defined in the Listing Rules) of the Company which owns approximately 51.05% of the issued share capital of the Company, that Hebei New Cooperation Group Holdings Limited* (河北省新合作控股集團有限公司) (“**Hebei New Cooperation Group**”) is intended to transfer about 34% to 40% shareholdings in Million Rich Hong Kong Holdings Company Limited (“**Million Rich**”) to Coopinvest Company Limited* (中合聯投資有限公司), a company which is owned as to approximately 83.83% by China Co-op Group Company Limited* (中國供銷集團有限公司), a direct wholly owned subsidiary of the All China Federation of Supply and Marketing Cooperatives* (中華全國供銷合作總社) (the “**Proposed Transfer**”). According to the information provided by Parko, the consideration for the Proposed Transfer is under negotiation between the parties.

As at the date of this announcement, Million Rich owns 100% issued share capital in Parko. Million Rich is in turn owned as to 49% and 51% by Hebei New Cooperation Group and Hebei Agricultural Means of Production Company Limited* (河北省農業生產資料有限公司) respectively.

Shareholders and potential investors should note that no legally binding agreement has been reached as to the Proposed transfer. As the Proposed Transfer may or may not proceed, 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, 13 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.

* *for identification purpose only and should not be regarded as an official name*