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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of National Agricultural Holdings Limited (the “**Company**”) dated 12 June 2015 (the “**Announcement**”) in relation to, among others, the proposed placing of new shares under general mandate. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions precedent set out in the Placing Agreement have been fulfilled and the Placing was completed on 23 June 2015 in accordance with its terms and conditions. An aggregate of 58,000,000 Placing Shares, representing approximately 2.76% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares, have been successfully placed by the Placing Agents to not less than six Placees (including, among others, The Peoples’s Insurance Company (Group) of China (中國人民保險集團股份有限公司), China Life Franklin Asset Management Company Limited (中國人壽富蘭克林資產管理有限公司), New China Asset Management (Hong Kong) Limited (新華資產管理(香港)有限公司), and a wholly-owned subsidiary of GF Fund Management Company Limited (廣發基金管理有限公司) at the Placing Price of HK\$4.25 per Placing Share under general mandate.

To the best of the Directors’ knowledge, information and belief after having made reasonable enquiries, (i) the Placees and whose respective ultimate beneficial owner(s) are Independent Third Parties; and (ii) none of the Placees and their respective associates becomes a substantial shareholder of the Company upon the Completion.

The gross proceeds and the net proceeds (after deduction of the relevant expenses) from the Placing are approximately HK\$246.5 million and HK\$240.3 million, respectively. The net Placing Price will be approximately HK\$4.14 per Placing Share.

The Company currently intends to apply the said net proceeds as to (i) approximately HK\$200 million for possible acquisition of the Wholesale Market, including the ownership of the properties and the land use right of the Wholesale Market; and (ii) approximately HK\$40.3 million for working capital.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY AS A RESULT OF THE PLACING

The table below sets out the changes to the shareholding structure of the Company as a result of the completion of the Placing:

	Immediately before the Completion		Immediately upon the Completion	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Parko	1,115,202,292	54.60	1,115,202,292	53.10
Placees	–	–	58,000,000	2.76
Other public Shareholders	927,163,176	45.40	927,163,176	44.14
Total	<u>2,042,365,468</u>	<u>100.00</u>	<u>2,100,365,468</u>	<u>100.00</u>

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

Hong Kong, 23 June 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.