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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 six months ended 30 June 2015, the Group is expected to record a significant amount of loss for the six months ended 30 June 2015.

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**”).

Based on the preliminary assessment by the board of directors of the Company (the “**Board**”) of the unaudited consolidated management accounts of the Group for the six months ended 30 June 2015, the Board wishes to inform the shareholders and potential investors that, despite the Group would have otherwise made an approximate profit of RMB40 million (2014: net loss of RMB5,436,000) from its ordinary course of business for the six months ended 30 June 2015, the Group is expected to record a significant loss for the six months ended 30 June 2015 as a result of an one-off fair value loss amounted to approximately RMB500 million arising from an initial recognition of unlisted warrants by the Company (as disclosed in the announcement of the Company dated 2 June 2015), based on a valuation report prepared by an independent valuer, to be recorded in the Company’s statement of profit and loss and other comprehensive income in accordance with the requirements under Hong Kong Financial Reporting Standards adopted by the Company, which shall have no impact on the Group’s cash flow and net assets.

As the Company is in the process of finalizing its interim results for the six months ended 30 June 2015, 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 interim results for the six months ended 30 June 2015, which is expected to be announced towards the end of August 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, 14 August 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. Fan William Chung Yue and Mr. Chu Kin Wang Peleus.

* *For identification purpose only*