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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

SUPPLEMENTAL COOPERATION AGREEMENT IN RESPECT OF A POSSIBLE INVESTMENT

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).

Reference is made to the announcement of the Company dated 2 July 2015 (the “**Announcement**”) in relation to the cooperation agreement entered into with Ji Lin Agricultural Co. (as defined in the Announcement) with respect of the Possible Investment (as defined in the Announcement). Terms defined in the Announcement shall have the same meanings when used herein, unless the context requires otherwise.

SUPPLEMENTAL COOPERATION AGREEMENT

The board of directors (the “**Directors**”) of the Company (the “**Board**”) is pleased to announce that after trading hours on 19 August 2015, the Company and Ji Lin Agricultural Co. entered into a supplemental cooperation agreement (the “**Supplemental Cooperation Agreement**”) to set out further arrangements of the Possible Investment.

The Company has deposited an amount of RMB94 million (the “**Earnest Money**”) to an escrow agent mutually agreed by the parties (the “**Earnest Money Escrow Agent**”) to hold the fund in escrow as earnest money of the Possible Investment. In addition, a subsidiary of the Company has deposited a cheque in the amount of RMB186,895,600 (the “**Security Money**”) to a law firm designated by the Company (the “**Security Money Escrow Agent**”, together with the Earnest Money Escrow Agent, the “**Escrow Agents**”) to hold the cheque in escrow as

deposit (股權保證金) of the Possible Investment. Pursuant to the Supplemental Cooperation Agreement, if the Possible Investment cannot be completed and provided that the Company is not in default of the agreement(s) in relation to the Possible Investment, the Earnest Money and Security Money shall be returned to the Company upon notice by the Company to terminate the Possible Investment.

Pursuant to the Supplemental Cooperation Agreement, upon receipt of the Earnest Money and Security Money by the Escrow Agents, the Company and its advisers will conduct a due diligence exercise on the Possible Investment and a formal agreement will be entered into between the parties before 15 December 2015 if the Company is satisfied with the results of the due diligence exercise.

NATURE OF THE SUPPLEMENTAL COOPERATION AGREEMENT

Save for the provisions relating to, among others, the arrangements associated with Earnest Money and Security Money and confidentiality, the provisions of the Supplemental Cooperation Agreement do not constitute legally binding obligations on the parties.

GENERAL

The Possible Investment, if materialized, may constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. Further announcement(s) in relation to the Possible Investment will be made by the Company as and when appropriate in compliance with the Listing Rules.

Shareholders and potential investors of the Company should note that the Supplemental Cooperation Agreement only sets out the framework of the Possible Investment, and that the Possible Investment is subject to the entering into of the legally binding agreement, if any. In the event that legally binding definitive agreement is agreed or signed, further announcement(s) will be made by the Company in compliance with the Listing Rules as and when appropriate. As the Possible Investment may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 19 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 and should not be regarded as an official name*