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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 FRAMEWORK 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).

References are made to the announcements of the Company (the “**Announcements**”) dated 24 December 2014 in relation to the MOU entered into between the Company and Guangdong New Co-Op Skyrise Investment Co, Ltd* (廣東新供銷天成投資有限公司 (“**Guangdong New Co-Op Skyrise**”) regarding the cooperation in the possible investment in tea leaves trading platform in the People’s Republic of China (the “**Possible Investment**”) and dated 22 May 2015 in relation to the Cooperation Framework Agreement entered into between the Company and Guangdong-agri Group regarding the possible capital injection by the Company in Guangdong New Co-Op Skyrise (the “**Possible Capital Injection**”). Terms defined in the Announcements shall have the same meanings when used herein, unless the context requires otherwise.

SUPPLEMENTAL FRAMEWORK AGREEMENT

The Board is pleased to announce that after trading hours on 20 August 2015, the Company, Guangdong-agri Group and Guangdong New Co-Op Skyrise entered into a supplemental framework agreement (the “**Supplemental Framework Agreement**”) to set out further arrangements in relation to the Possible Capital Injection.

Pursuant to the Supplemental Framework Agreement, the parties agreed to discuss and confirm the detail terms of the Possible Capital Injection and enter into a legally binding agreement before 30 September 2015.

As a result of the signing of the MOU in December 2014, the Company deposited an amount of HK\$189 million to an escrow agent mutually agreed by the Company and Guangdong New Co-Op Skyrise to hold the fund in escrow as earnest money of the Possible Investment (the “**Earnest Money**”). Considering the plan under the Possible Investment could be better achieved through the Possible Capital Injection, the Company will proceed with the Possible Capital Injection instead of the Possible Investment.

Pursuant to the Supplemental Framework Agreement, the parties agreed that the Earnest Money shall be treated as the earnest money of the Possible Capital Injection. Prior to the completion of the Possible Capital Injection, the Company shall be the sole beneficial owner of the Earnest Money. If the Possible Capital Injection cannot be completed before 31 December 2015 (the “**Completion Deadline**”), the parties shall agree on another date for the completion of the Possible Capital Injection within 3 business days upon the expiry of the Completion Deadline. If the parties agree not to proceed with the Possible Capital Injection or the parties fail to reach a consensus, and provided that the Company is not in default of the agreement(s) in relation to the Possible Capital Injection, the Earnest Money shall be returned to the Company. If the parties agree to proceed with the Possible Capital Injection, the parties shall agree on the details of the Possible Capital Injection and the treatment of the Earnest Money.

In the event that the beneficial owner of Guangdong-agri Group does not agree to the Supplemental Framework Agreement, the Supplemental Framework Agreement shall be terminated automatically and the Earnest Money shall be returned to the Company forthwith.

NATURE OF THE SUPPLEMENTAL AGREEMENT

Save for the provisions relating to, among others, the payment of Earnest Money and confidentiality, the provisions of the Supplemental Framework Agreement do not constitute legally binding obligations on the parties.

GENERAL

The Possible Capital Injection 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 Capital Injection 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 Framework Agreement only sets out the framework of the Possible Capital Injection and that the Possible Capital Injection is subject to the entering into of the legally binding definitive 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 Capital Injection 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, 20 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*