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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)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE

(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE

(3) CHANGE IN COMPOSITION OF AUDIT COMMITTEE

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of National Agricultural Holdings Limited (the “**Company**”) wishes to announce that with effect from 11 September 2015, Mr. Chu Kin Wang Peleus (“**Mr. Chu**”) has resigned from his office as an independent non-executive director of the Company to pursue other career interests.

Mr. Chu also ceased to be a member of the audit committee of the Board simultaneously with his resignation as an independent non-executive director of the Company on 11 September 2015.

Mr. Chu has confirmed that his resignation is not due to disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Chu for his valuable contribution to the Company during his tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that Mr. Chan Siu Wing Raymond (“**Mr. Chan**”) has been appointed as an independent non-executive director of the Company and a member of the audit committee of the Board with effect from 11 September 2015.

Mr. Chan, aged 50, holds a Bachelor of Economics degree awarded by the University of Sydney in 1986. Mr. Chan is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a founding member of the Macau Society of Certified Practising Accountants. Mr. Chan has over 25 years of experience in the field of accounting, taxation, finance and trust.

Mr. Chan was an executive director of ENM Holdings Limited (stock code: 128) during the period from 12 December 2008 to 31 December 2014, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Chan is currently an independent non-executive director of Hong Kong Finance Group Limited (stock code: 1273), Nature Home Holding Company Limited (stock code: 2083), China Kingstone Mining Holdings Limited (stock code: 1380) and Quali-Smart Holdings Limited (stock code: 1348), each a company whose shares are listed on the Main Board of the Stock Exchange. Mr. Chan is also currently an independent non-executive director of Phoenitron Holdings Limited (stock code: 8066), the shares of which are listed on the Growth Enterprise Market of the Stock Exchange.

Save as disclosed above, Mr. Chan has not held (i) any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) any other position with the Company and its subsidiaries; and (iii) any other major appointments and professional qualifications.

Mr. Chan does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company and he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Pursuant to the appointment letter entered into between Mr. Chan and the Company which takes effect on 11 September 2015, Mr. Chan has been appointed as an independent non-executive director for a term commencing on 11 September 2015 and expiring on 10 September 2016, subject to retirement and re-election by the shareholders of the Company and other removal and retirement by rotation provisions at the annual general meetings pursuant to the articles of association of the Company unless otherwise terminated by either party by giving not less than one month’s written notice to the other or otherwise in accordance with the terms of the appointment letter. The remuneration of Mr. Chan is HK\$180,000 per annum plus a fixed bonus of HK\$15,000 payable in January 2016, which was determined by the Board and reviewed by the remuneration committee of the Company with reference to prevailing market situation.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Chan that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

The Board would like to take this opportunity to welcome Mr. Chan to join the Board.

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

Hong Kong, 11 September 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. Chan Siu Wing Raymond.