

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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**

#### **SECOND 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 (i) 24 December 2014 in relation to the MOU entered into between the Company and Guangdong New Co-Op regarding the cooperation in the possible investment in tea leaves trading platform in the People’s Republic of China (the “**Possible Investment**”), (ii) 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 (the “**Possible Capital Injection**”) and (iii) 20 August 2015 in respect of the Supplemental Framework Agreement which sets out further arrangements in relation to the Possible Capital Injection. Terms defined in the Announcements shall have the same meanings when used herein, unless the context requires otherwise.

## **SECOND SUPPLEMENTAL FRAMEWORK AGREEMENT**

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 more time is required to finalize the terms and arrangement of the Possible Capital Injection, the parties entered into a second supplemental framework agreement on 30 September 2015 (the “**Second Supplemental Framework Agreement**”) pursuant to which the parties agreed to finalize the terms of the Possible Capital Injection and execute the formal agreement on or before 31 December 2015.

Save for the above, all other terms of the Supplemental Framework Agreement shall remain unchanged.

### **GENERAL**

**The Board wishes to emphasize that no binding agreement in relation to the Possible Capital Injection has been entered into as at the date of this announcement. As such, the Possible Capital Injection may or may not proceed. Further announcement in compliance with the Listing Rules in respect of the Possible Capital Injection will be made by the Company as and when appropriate. Shareholders and potential investors of the Company should 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, 30 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.*