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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**

#### **COOPERATION AGREEMENT**

#### **IN RELATION TO FUND MANAGEMENT SERVICES**

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).

#### **THE COOPERATION AGREEMENT**

The board of directors (the “**Directors**”) of the Company (the “**Board**”) is pleased to announce that after trading hours on 18 November 2015, the Company entered into a cooperation agreement (the “**Cooperation Agreement**”) with the Agricultural Bank of China Limited (“**ABC**”) regarding the possible cooperation in the provision of cash management related financial products and services by ABC to the Company to satisfy the capital and settlement needs of the Agripay System (農匯通) (the “**Possible Cooperation**”).

Pursuant to the Cooperation Agreement, it is proposed that ABC will develop cash management plan for the Company and allow the Company to use its cash management platform for the operation of the Agripay System and provide ancillary support to the Company. The group member of the Company will open a bank account at a branch of ABC (the “**Account**”). It is intended that the funds in the Account will be linked to deposit-link products of ABC with a 20% mark-up on the 3 months’, 6 months’ or 12 months’ benchmark interest rate of the People’s Bank of China.

The Possible Cooperation is subject to negotiation of formal agreement between the relevant parties and the execution of the formal agreement, if any. No agreement has been reached as to the terms of the Possible Cooperation.

## **ABOUT ABC**

Agricultural Bank of China Limited is a company established in the People's Republic of China with limited liability. The principal activities of ABC include Renminbi and foreign currency deposits, loan, clearing and settlement services, assets custody services, fund management, financial leasing services, insurance services and other services as approved by relevant regulators, and the provision of related services by its overseas establishment as approved by the respective local regulators.

## **THE AGRIPAY SYSTEM AND THE REASONS FOR ENTERING INTO THE COOPERATION AGREEMENT**

The Agripay System is a cash settlement system launched in June 2014. This system facilitates cash settlement for transactions involving agricultural means of production and major agricultural by-products. We believe that users of the Agripay System would be able to lower their cost of capital and increase the efficiency in conducting the transactions.

The Group is principally engaged in businesses which include rural financial services, trading in agricultural means of production, urbanisation development, and the development, production and sale of IT products in the financial sector.

The Company is of the view that the cooperation with ABC will further enhance the usage and development of the Agripay system and could help the Company to realize its objectives of developing the fund management services under agricultural finance business.

Having considered the above, the Directors are of the view that the Possible Cooperation are in the interests of the Company and the shareholders of the Company (the "**Shareholders**") as a whole.

## **NATURE OF THE COOPERATION AGREEMENT**

The Cooperation Agreement does not constitute any legally binding commitment in respect of the Possible Cooperation. The Possible Cooperation is subject to the negotiation and execution of the formal agreement between the relevant parties, if any.

## GENERAL

Further announcement(s) in relation to the Possible Cooperation will be made by the Company as and when appropriate in compliance with the Listing Rules.

**Shareholders and potential investors should note that the Cooperation Agreement only sets out the framework of the Possible Cooperation, and that the Cooperation Agreement is not legally binding. 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 Cooperation may or may not proceed, Shareholders and potential investors 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, 18 November 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.*