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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

UPDATE OF THE POSSIBLE INVESTMENT IN THE CHENGDU WEST AGRICULTURAL PRODUCTS WHOLESALE MARKET*

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 26 May 2015 (the “**Announcement**”) in relation to the Letter of Intent entered into with Dujiangyan Investment Co. in relation to the possible acquisition of the business and assets of the Wholesale Market. Terms defined in the Announcement shall have the same meanings when used herein, unless the context requires otherwise.

REFUND OF EARNEST MONEY

As mentioned in the interim report of the Company for the six months ended 30 June 2015, the Company has deposited a cheque in the amount of RMB200 million (the “**Deposit**”) to a law firm designated by the Company to hold the cheque in escrow as deposit of the Possible Investment.

As at the date of this announcement, the parties are still in discussion in respect of the Possible Investment. Due to the prolonged discussion, the parties have agreed that the Deposit shall be returned to the Company. The Company announces that, on 29 December 2015, the Deposit has been returned to the Company.

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 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, 29 December 2015

As at the date of this announcement, the Board comprises five executive Directors, being Mr. Chen Li-Jun, Mr. Ren Hai, Mr. Peng Guojiang, 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.

** for identification purpose only and should not be regarded as an official name*