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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 EAST NORTHERN ASIA LOGISTIC PARK\***

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 dated 2 July 2015 (the “**Announcement**”) and dated 19 August 2015 (the “**Second Announcement**”) in relation to the Cooperation Agreement and the Supplemental Cooperation Agreement entered into with Ji Lin Agricultural Co. with respect of the Possible Investment, respectively. Terms defined in the Announcement and the Second Announcement shall have the same meanings when used herein, unless the context requires otherwise.

#### **SECOND SUPPLEMENTAL COOPERATION AGREEMENT**

The board of directors (the “**Directors**”) of the Company (the “**Board**”) announces that on 29 December 2015, the Company and Ji Lin Agricultural Co. entered into a second supplemental cooperation agreement (the “**Second Supplemental Cooperation Agreement**”) to update the arrangements regarding the deposit of Earnest Money and Security Money.

Pursuant to the Second Supplemental Cooperation Agreement, the parties agreed to continue to pursue with the Possible Investment. Having said that, due to prolonged discussion of the Possible Investment, Ji Lin Agricultural Co. agreed to cooperate with the Company to instruct the Earnest Money Escrow Agent to refund the Earnest Money to the Company within three days from the entering into of the Second Supplemental Cooperation Agreement. In addition, the cheque for the Security Money deposited at the Security Money Escrow Agent has also been returned to the Company.

## **NATURE OF THE SECOND SUPPLEMENTAL COOPERATION AGREEMENT**

Save for the provisions relating to the arrangements associated with Earnest Money and Security Money, the provisions of the Second Supplemental Cooperation Agreement do not constitute legally binding obligations on the parties.

## **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 Second Supplemental Cooperation Agreement only sets out the framework of the Possible Investment, and 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*