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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

THIRD 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**”), (iii) 20 August 2015 in respect of the Supplemental Framework Agreement which sets out further arrangements in relation to the Possible Capital Injection and (iv) 30 September 2015 in respect of the Second Supplemental Framework Agreement for extension of dates for finalising the formal agreement. Terms defined in the Announcements shall have the same meanings when used herein, unless the context requires otherwise.

THIRD SUPPLEMENTAL FRAMEWORK AGREEMENT

Pursuant to the Second 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 31 December 2015.

As more time is required to finalize the terms and arrangement of the Possible Capital Injection, the parties entered into a third supplemental framework agreement on 19 January 2016 (the “**Third 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 March 2016 (the “**Deadline**”).

Pursuant to the Third Supplemental Framework Agreement, if the parties cannot enter into a formal agreement before the expiry of the Deadline, the parties shall agree on another date for entering into a formal agreement within 3 business day upon the expiry of the Deadline. If the parties agree to extend the Deadline, they shall enter into a supplemental agreement to agree on the new Deadline and details of the Possible Capital Injection, the date for completion and treatment of the Earnest Money. If the parties agree not to proceed with the Possible Capital Injection, the parties shall terminate the transaction pursuant to the terms of the Third Supplemental Framework Agreement and the other relevant agreements. The Company shall have the right to request the escrow agent to release the Earnest Money to the designated account of the Company within 3 business days upon the Company serving a written notice to the escrow agent.

Save for the above, all other terms of the Supplemental Framework Agreement and the Second Supplemental 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, 19 January 2016

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.