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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

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

This announcement is made by National Agricultural Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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 26 May 2015 (the “**May 2015 Announcement**”) and 29 December 2015 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 (the “**Possible Investment**”). Terms defined in the May 2015 Announcement shall have the same meanings when used herein, unless the context requires otherwise.

Considering the purpose of the Possible Investment could be better achieved through the other ways of cooperation, the parties have entered into a termination agreement on 3 February 2016 (the “**Termination Agreement**”) to terminate the Letter of Intent, pursuant to which the parties shall be released and discharged from their obligations under the Letter of Intent with no claim against each other thereunder.

As mentioned in the May 2015 Announcement, the Company shall pay an earnest money in an amount of RMB300,000 (the “**Earnest Money**”) pursuant to the Letter of Intent. Pursuant to the Termination Agreement, Dujiangyan Investment Co. shall return the Earnest Money (including interests accrued for the period from 19 June 2015 to 21 January 2016) to the Company, and the Earnest Money will be returned to the Company within 5 business day from signing of the Termination Agreement.

The Board considers that the termination of the Letter of Intent will not have any material adverse effect on the existing business operation and financial position of the Group. The Company will continue to explore other potential business development which are in line with the Group's strategic development.

By order of the Board
National Agricultural Holdings Limited
Chen Li-Jun
Chairman

Hong Kong, 3 February 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.