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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)

DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcement of National Agricultural Holdings Limited (the “**Company**”) dated 11 January 2016 (the “**Announcement**”) in relation to the acquisition of 100% equity interest in the Target Company involving the issue of Consideration Shares under Specific Mandate. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, it was expected that a circular (the “**Circular**”) containing, *inter alia*, (i) further details of the SPA and the transactions contemplated thereunder; (ii) the letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the SPA and the transactions contemplated thereunder; (iii) the letter of advice from Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the SPA and the transactions contemplated thereunder; (iv) financial information of the Group; (v) financial information of the Target Group; (vi) unaudited pro forma financial statement of the enlarged group; and (vii) a notice convening the EGM, will be despatched to the Shareholders on or before 29 February 2016. As additional time is required for the Company to finalise the information to be included in the Circular, the despatch of the Circular will be delayed to on or before 31 March 2016.

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

Hong Kong, 29 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.