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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

FRAMEWORK AGREEMENT

IN RELATION TO A POSSIBLE COOPERATION WITH DALIAN RENEWABLE ENERGY EXCHANGE COMPANY LIMITED*

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).

THE FRAMEWORK AGREEMENT

The board of directors (the “**Directors**”) of the Company (the “**Board**”) is pleased to announce that on 7 May 2015, the Company entered into a framework agreement (the “**Framework Agreement**”) with Dalian Renewable Energy Exchange Company Limited* (大連再生資源交易所有限公司) (“**Dalian Exchange**”) regarding the possible cooperation in fund management with Dalian Exchange.

Pursuant to the Framework Agreement, it is proposed that all funds generated by the trading platform operated by Dalian Exchange, including but not limited to, the transaction funds, trader membership fee, transaction management fee, handling fee, services charges and other subsidies and sponsorships received by the trading platform, shall be collected and managed by the Agripay (農匯通) system, a cash settlement system jointly established by the Company and Guangzhou UnionPay Network Payment Co., Ltd (廣州銀聯網路支付有限公司) (the “**Possible Cooperation**”). The Company shall set up a specialized access on the Agripay system for Dalian Exchange for special management of the funds entrusted by Dalian Exchange.

The parties are in the course of having discussions in relation to the Possible Cooperation. No agreement has been reached as to the terms of the Possible Cooperation, including but not limited to, the period of cooperation, form of cooperation, profit sharing and scope of fund collection.

ABOUT DALIAN EXCHANGE

Dalian Exchange is a company established in the People's Republic of China (the "PRC") with limited liability. It is principally engaged in operating an integrated commodities and services trading platform for renewable energy, agricultural by-products, agricultural means of production and financial rights in the PRC. As at the date of this announcement, Dalian Exchange has a registered capital of RMB50 million and is wholly owned by China Co-Op Group Company Limited* (中國供銷集團有限公司) ("China Co-Op Group").

As at the date of this announcement, China Co-Op Group holds approximately 83.83% interest in Coopinvest Company Limited* (中合聯投資有限公司) which is a substantial shareholder and holds approximately 26.91% interest in China Coop Financial Leasing Co., Ltd* (中合盟達融資租賃有限公司), an indirect non-wholly owned subsidiary of the Company. China Co-Op Group and Dalian Exchange are therefore connected persons of the Company under Chapter 14A of the Listing Rules. The Possible Cooperation, if materialized, may constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

REASONS FOR ENTERING INTO THE FRAMEWORK AGREEMENT

The Group is principally engaged in businesses which include rural financial services, trading in agricultural means of production, urbanisation planning, operating and management, and the development, production and sale of IT products in the financial sector.

The Company is of the view that the cooperation with Dalian Exchange will further enhance the usage and development of the Agripay system and could help the Company to realize its objectives of developing the agricultural finance sector.

Having considered the above, the Directors are of the view that the Possible Cooperation is in the interests of the Company and the shareholders of the Company (the "Shareholders") as a whole.

NATURE OF THE FRAMEWORK AGREEMENT

The Framework Agreement does not constitute any legally binding commitment in respect of the Possible Cooperation, save and except that each party agrees to be legally bound by certain confidentiality and exclusivity obligations and termination clause pursuant to the Framework Agreement. The Possible Cooperation is subject to the negotiation and execution of the formal agreement between the relevant parties, if any.

GENERAL

Further announcement(s) in relation to the Possible Cooperation will be made by the Company as and when appropriate in compliance with the Listing Rules.

Shareholders and potential investors should note that the Framework Agreement only sets out the framework of the Possible Cooperation, and that the Framework Agreement is not legally binding save and except for the provisions afore-mentioned. 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 Cooperation may or may not proceed, Shareholders and potential investors 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, 7 May 2015

As at the date of this announcement, the Board comprises six executive Directors, being Mr. Chen Li-Jun, Mr. Ren Hai, Mr. Peng Guojiang, Mr. Zhang Yuliang, Ms. Wen Yuanyi and Mr. Liu Yong, and four independent non-executive Directors, being Ms. Chiu Kam Hing Kathy, Mr. Ting Tit Cheung, Mr. Law Yee Kwan Quinn and Mr. Fan William Chung Yue.

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