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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

COOPERATION 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).

THE COOPERATION AGREEMENT

The board of directors (the “**Directors**”) of the Company (the “**Board**”) is pleased to announce that after trading hours on 2 July 2015, the Company entered into a cooperation agreement (the “**Cooperation Agreement**”) with Ji Lin Agricultural Means of Production Co. Limited* (吉林省農業生產資料股份有限公司) (the “**Ji Lin Agricultural Co.**”) in relation to the possible acquisition of 90% shareholdings in Ji Lin Agricultural Co. (the “**Possible Investment**”), which is the beneficial owner of the East Northern Asia Logistic Park* (東北亞物流園) (the “**Logistic Park**”). The consideration of the Possible Investment will be determined on the basis of fair valuation, the details of which are to be negotiated between the parties. It is currently contemplated that the Company will, after the completion of the Possible Investment, settle a debt that is due from Ji Lin Agricultural Co. together with interest thereon, which currently stands at approximately RMB210 million in aggregate. The Possible Investment is further subject to the entering into of the formal agreement by the parties which may set out further terms of the Possible Investment.

ABOUT JI LIN AGRICULTURAL CO. AND THE LOGISTIC PARK

Ji Lin Agricultural Co., a direct non-wholly owned subsidiary of Ji Lin Supply and Marketing Cooperatives* (吉林省供銷社), is a company incorporated in the People's Republic of China with limited liability. It is principally engaged in trading and sales in agricultural means of production, such as chemical fertilizer, pesticides and agricultural film. As at the date of this announcement, Ji Lin Agricultural Co. has a registered capital of RMB30.95 million.

The Logistic Park is situated at Ji Lin Province of the People's Republic of China. It is currently planned that the Logistic Park will comprise of a logistic park, an information center and other facilities. It will mainly involve in the business of logistic and storage services.

REASONS FOR ENTERING INTO OF THE COOPERATION AGREEMENT

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

It is the Company's strategy to review from time to time potential investment opportunities. The businesses of the Logistic Park will involve logistic and storage service. The Directors consider that there are desirable market opportunities in logistic and storage service in trading in agricultural means of production and the Possible Investment, if materialized, would help the Company to seize such market opportunities and provide long-term benefits to the Company and its shareholders.

Having considered the above, the Directors are of the view that the Possible Investment is in the interests of the Company and the shareholders of the Company as a whole.

NATURE OF THE COOPERATION AGREEMENT

The Cooperation Agreement does not constitute any legally binding commitment of the Company in respect of the Possible Investment. The Possible Investment 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 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 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, 2 July 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. Fan William Chung Yue and Mr. Chu Kin Wang Peleus.

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