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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)

**SUPPLEMENTAL AGREEMENT
VERY SUBSTANTIAL ACQUISITION
AND CONNECTED TRANSACTION
IN RELATION TO
ACQUISITION OF 30% EQUITY INTEREST IN
SINO-AGRI AGRICULTURAL MACHINERY HOLDINGS
COMPANY LIMITED*
AND PROVISION OF SHAREHOLDER'S LOAN**

Reference is made to the announcements of the Company (“**Announcements**”) dated 29 April 2015 and 3 August 2015, and the circular of the Company (“**Circular**”) dated 24 June 2015 in relation to the Acquisition. Terms used herein shall have the same meanings as defined in the Announcements and the Circular unless the context requires otherwise.

SUPPLEMENTAL AGREEMENT TO THE SPA

The Board announces that, on 12 August 2015 (after trading hours), the Company, the Target Company, and the Vendor (the “**Parties**”) entered into a supplemental agreement (“**Supplemental Agreement**”) to amend certain terms of the SPA in relation to the Acquisition.

Pursuant to the Supplemental Agreement, the Parties thereto agreed the followings:

- (i) the Consideration shall be settled by Yi-Agri Investment Management (Shanghai) Company Limited* (“**怡農投資管理(上海)有限公司**”) (“**Yi-Agri Investment**”), a wholly-owned subsidiary of the Company. Yi-Agri Investment will be registered as a shareholder of the Target Company interested in 30% equity interests in the Target Company and shall provide the Shareholder’s loan to the Target Company pursuant to the terms of the SPA; and

- (ii) the Company shall proceed with making capital contribution into Yi-Agri Investment within 3 Business Days following the date of the Supplemental Agreement, which is expected to be completed before 31 August 2015 (or such other dates as the Parties may agree in writing). The Consideration shall be paid in cash to the Vendor within 5 Business Days upon the completion of the aforesaid capital contribution. The Vendor shall apply for the registration with the relevant Administration for Industry and Commerce in the PRC in respect of the Acquisition with 3 Business Days upon full settlement of the Consideration. The grant of the first tranche of the Shareholder's Loan will be made within 5 Business Days following the grant of the aforesaid registration.

Save as disclosed above, there are no other changes to the SPA and all other terms and conditions of the SPA remain unchanged and continue to be in full force and effect.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 12 August 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 purposes only and should not be regarded as an official name*