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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)

CONNECTED TRANSACTIONS
LOAN AGREEMENTS

LOAN AGREEMENTS

On 3 February 2016, Hebei Baihao entered into the Loan Agreement (Pan Zhi) with Beijing Pan Zhi and China Co-Op (Shanghai). Pursuant to the Loan Agreement (Pan Zhi), Hebei Baihao agreed to provide a loan in the sum of RMB 9 million to Beijing Pan Zhi for a term commencing from 5 February 2016 to 5 December 2016 upon and subject to the terms and conditions therein.

On 1 February 2016, Hebei Baihao entered into the Loan Agreement (Xi Hua) with Shi Jia Zhuang Xi Hua and Shi Jia Zhuang Ao Yuan. Pursuant to the Loan Agreement (Xi Hua), Hebei Baihao agreed to provide a loan in the sum of RMB 17 million to Shi Jia Zhuang Xi Hua for a term commencing from 1 February 2016 to 31 August 2016 upon and subject to the terms and conditions therein

On 15 January 2016, Beijing Guonong Taifeng entered into the Loan Agreement (Zi Guang) with Hebei Zi Guang and Shi Jia Zhuang Ao Yuan. Pursuant to the Loan Agreement (Zi Guang), Beijing Guonong Taifeng agreed to provide a loan in the sum of RMB 26 million to Hebei Zi Guang for a term commencing from 1 February 2016 to 31 August 2016 upon and subject to the terms and conditions therein.

On 3 February 2016, Beijing Guonong Taifeng entered into the Loan Agreement (Hua Zi) with Shi Jia Zhuang Hua Zi and Shi Jia Zhuang Ao Yuan. Pursuant to the Loan Agreement (Hua Zi), Beijing Guonong Taifeng agreed to provide a loan in the sum of RMB 22 million to Shi Jia Zhuang Hua Zi for a term commencing from 29 February 2016 to 28 August 2016 upon and subject to the terms and conditions therein.

On 3 February 2016, Beijing Guonong Taifeng entered into the Loan Agreement (China Co-Op (Shanghai)) with China Co-Op (Shanghai). Pursuant to the Loan Agreement (China Co-Op (Shanghai)), Beijing Guonong Taifeng agreed to provide a loan in the sum of RMB 25 million to China Co-Op (Shanghai) for a term commencing from 5 February 2016 to 5 December 2016 upon and subject to the terms and conditions therein.

On 15 April 2016, FFA (HK) entered into the Loan Agreement (Mingte) with Hebei Mingte and Sino Agri International. Pursuant to the Loan Agreement (Mingte), FFA (HK) agreed to provide a loan in the sum of RMB 6 million to Hebei Mingte for a term commencing from 15 April 2016 to 14 December 2016 upon and subject to the terms and conditions therein.

On 15 April 2016, FFA (HK) entered into the Loan Agreement (Yirun) with Hebei Yirun and Sino Agri International. Pursuant to the Loan Agreement (Yirun), FFA (HK) agreed to provide a loan in the sum of RMB 20 million to Hebei Yirun for a term commencing from 15 April 2016 to 14 December 2016 upon and subject to the terms and conditions therein.

LISTING RULES IMPLICATIONS

Since the respective lenders in the Loan Agreements, namely FFA (HK), Hebei Baihao and Beijing Guonong Taifeng, are subsidiaries of the Company, and each of China Co-Op (Shanghai), Shi Jia Zhuang Ao Yuan and Sino Agri International is a connected person of the Company at subsidiary level under the Listing Rules, the transactions contemplated under the Loan Agreements constituted connected transactions of the Company under Chapter 14A of the Listing Rules.

Shi Jia Zhuang Ao Yuan is a party to the Loan Agreement (Xi Hua), the Loan Agreement (Zi Guang) and the Loan Agreement (Hua Zi). The aggregate amount of the loans advanced under these agreements is RMB 65 million. As all of the applicable ratios for the transactions contemplated under the Loan Agreement (Xi Hua), the Loan Agreement (Zi Guang) and the Loan Agreement (Hua Zi) calculated under Rule 14.07 of the Listing Rules on an aggregated basis are less than 5%, the transactions are only subject to the reporting and announcement requirements and is exempted from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

China Co-Op (Shanghai) and Sino Agri International are both subsidiaries of China Co-Op Group. China Co-Op (Shanghai) is a party to the Loan Agreement (Pan Zhi) and the Loan Agreement (China Co-Op (Shanghai)). Sino Agri International is a party to the Loan Agreement (Mingte) and the Loan Agreement (Yirun). The aggregate amount of the loans advanced under these agreements entered into by China Co-Op (Shanghai) and Sino Agri International is RMB 60 million. As all of the applicable ratios for the transactions contemplated under the Loan Agreement (Pan Zhi), the Loan Agreement (China Co-Op (Shanghai)), the Loan Agreement (Mingte) and the Loan Agreement (Yirun) calculated under Rule 14.07 of the Listing Rules on an aggregated basis are less than 5%, the transactions are only subject to the reporting and announcement requirements and is exempted from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

This announcement is made to inform the Shareholders of the major terms of the Loan Agreements.

THE LOAN AGREEMENTS

1. The Loan Agreement (Pan Zhi)

On 3 February 2016, Hebei Baihao entered into the Loan Agreement (Pan Zhi) with Beijing Pan Zhi and China Co-Op (Shanghai). Pursuant to the Loan Agreement (Pan Zhi), Hebei Baihao agreed to provide a loan in the sum of RMB 9 million to Beijing Pan Zhi for a term commencing from 5 February 2016 to 5 December 2016 upon and subject to the terms and conditions therein. Under the Loan Agreement (Pan Zhi), the loan shall first be deposited into the account of China Co-Op (Shanghai) and then be disbursed to Beijing Pan Zhi by China Co-Op (Shanghai) for and on behalf of Hebei Baihao.

The principal terms and conditions of the Loan Agreement (Pan Zhi) are set out as follows:

Date

3 February 2016

Parties

- (i) Hebei Baihao as the lender;
- (ii) Beijing Pan Zhi as the borrower; and

(iii) China Co-Op (Shanghai) as the disbursement agent and the guarantor.

China Co-Op (Shanghai) is a subsidiary of Coopinvest Company which holds approximately 12.96% interest in China Coop Mengda, an indirect non-wholly owned subsidiary of the Company. Hence, China Co-Op (Shanghai) is a connected person of the Company at subsidiary level under the Listing Rules.

Coopinvest Company is owned as to 83.83% by China Co-Op Group.

Loan amount

RMB 9 million.

Term

From 5 February 2016 to 5 December 2016.

Interest rate

4.8% per annum.

Repayment

Beijing Pan Zhi shall repay any outstanding principal under the Loan Agreement (Pan Zhi) together with all interest accrued thereon due and payable to Hebei Baihao in full on or before 5 December 2016.

No security

No security is required to be provided by Beijing Pan Zhi in favour of Hebei Baihao in respect of the loan.

Guarantee

China Co-Op (Shanghai) agreed to be responsible for the repayment of the amount due by Beijing Pan Zhi under the Loan Agreement (Pan Zhi) if Beijing Pan Zhi is unable to settle the same.

Purpose of the loan

The loan shall be applied and used by Beijing Pan Zhi for its operations activities.

2. The Loan Agreement (Xi Hua)

On 1 February 2016, Hebei Baihao entered into the Loan Agreement (Xi Hua) with Shi Jia Zhuang Xi Hua and Shi Jia Zhuang Ao Yuan. Pursuant to the Loan Agreement (Xi Hua), Hebei Baihao agreed to provide a loan in the sum of RMB 17 million to Shi Jia Zhuang Xi Hua for a term commencing from 1 February 2016 to 31 August 2016 upon and subject to the terms and conditions therein. As contemplated by the Loan Agreement (Xi Hua), the loan shall first be deposited to the account of Shi Jia Zhuang Ao Yuan and then be disbursed to Shi Jia Zhuang Xi Hua by Shi Jia Zhuang Ao Yuan for and on behalf of Hebei Baihao.

The principal terms and conditions of the Loan Agreement (Xi Hua) are set out as follows:

Date

1 February 2016

Parties

- (i) Hebei Baihao as the lender;
- (ii) Shi Jia Zhuang Xi Hua as the borrower; and
- (iii) Shi Jia Zhuang Ao Yuan as the disbursement agent.

Shi Jia Zhuang Ao Yuan is a 51% shareholder of Xinyuen Taifeng Agricultural Asset Management (Beijing) Company Limited (新源泰豐農業資產管理(北京)有限公司) which in turn is a substantial shareholder of Beijing Guonong Taifeng, a subsidiary of the Company. Hence, Shi Jia Zhuang Ao Yuan is a connected person of the Company at subsidiary level under the Listing Rules.

Loan amount

RMB 17 million.

Term

From 1 February 2016 to 31 August 2016.

Interest rate

4.8% per annum.

Repayment

Shi Jia Zhuang Xi Hua shall repay any outstanding principal under the Loan Agreement (Xi Hua) together with all interest accrued thereon due and payable to Hebei Baihao in full on or before 31 August 2016.

No security and guarantee

Neither security nor guarantee is required to be provided by Shi Jia Zhuang Xi Hua in favour of Hebei Baihao in respect of the loan.

Purpose of the loan

The loan shall be applied and used by Shi Jia Zhuang Xi Hua for its operations activities.

3. The Loan Agreement (Zi Guang)

On 15 January 2016, Beijing Guonong Taifeng entered into the Loan Agreement (Zi Guang) with Hebei Zi Guang and Shi Jia Zhuang Ao Yuan. Pursuant to the Loan Agreement (Zi Guang), Beijing Guonong Taifeng agreed to provide a loan in the sum of RMB 26 million to Hebei Zi Guang for a term commencing from 1 February 2016 to 31 August 2016 upon and subject to the terms and conditions therein. As contemplated by the Loan Agreement (Zi Guang), the loan shall first be deposited to the account of Shi Jia Zhuang Ao Yuan and then be disbursed to Hebei Zi Guang by Shi Jia Zhuang Ao Yuan for and on behalf of Beijing Guonong Taifeng.

The principal terms and conditions of the Loan Agreement (Zi Guang) are set out as follows:

Date

15 January 2016

Parties

- (i) Beijing Guonong Taifeng as the lender;
- (ii) Hebei Zi Guang as the borrower; and
- (iii) Shi Jia Zhuang Ao Yuan as the disbursement agent.

Shi Jia Zhuang Ao Yuan is a 51% shareholder of Xinyuen Taifeng Agricultural Asset Management (Beijing) Company Limited (新源泰豐農業資產管理(北京)有限公司) which in turn is a substantial shareholder of Beijing Guonong Taifeng, a subsidiary of the Company. Hence, Shi Jia Zhuang Ao Yuan is a connected person of the Company at subsidiary level under the Listing Rules.

Loan amount

RMB 26 million.

Term

From 1 February 2016 to 31 August 2016.

Interest rate

4.8% per annum.

Repayment

Hebei Zi Guang shall repay any outstanding principal under the Loan Agreement (Zi Guang) together with all interest accrued thereon due and payable to Beijing Guonong Taifeng in full on or before 31 August 2016.

No security and guarantee

Neither security nor guarantee is required to be provided by Hebei Zi Guang in favour of Beijing Guonong Taifeng in respect of the loan.

Purpose of the loan

The loan shall be applied and used by Hebei Zi Guang for its operations activities.

4. The Loan Agreement (Hua Zi)

On 3 February 2016, Beijing Guonong Taifeng entered into the Loan Agreement (Hua Zi) with Shi Jia Zhuang Hua Zi and Shi Jia Zhuang Ao Yuan. Pursuant to the Loan Agreement (Hua Zi), Beijing Guonong Taifeng agreed to provide a loan in the sum of RMB 22 million to Shi Jia Zhuang Hua Zi for a term commencing from 29 February 2016 to 28 August 2016 upon and subject to the terms and conditions therein. As contemplated by the Loan Agreement (Hua Zi), the loan shall first be deposited to the account of Shi Jia Zhuang Ao Yuan and then be disbursed to Shi Jia Zhuang Hua Zi by Shi Jia Zhuang Ao Yuan for and on behalf of Beijing Guonong Taifeng.

The principal terms and conditions of the Loan Agreement (Hua Zi) are set out as follows:

Date

3 February 2016

Parties

- (i) Beijing Guonong Taifeng as the lender;
- (ii) Shi Jia Zhuang Hua Zi as the borrower; and
- (iii) Shi Jia Zhuang Ao Yuan as the disbursement agent.

Shi Jia Zhuang Ao Yuan is a 51% shareholder of Xinyuen Taifeng Agricultural Asset Management (Beijing) Company Limited (新源泰豐農業資產管理(北京)有限公司) which in turn is a substantial shareholder of Beijing Guonong Taifeng, a subsidiary of the Company. Hence, Shi Jia Zhuang Ao Yuan is a connected person of the Company at subsidiary level under the Listing Rules.

Loan amount

RMB 22 million.

Term

From 29 February 2016 to 28 August 2016.

Interest rate

4.8% per annum.

Repayment

Shi Jia Zhuang Hua Zi shall repay any outstanding principal under the Loan Agreement (Hua Zi) together with all interest accrued thereon due and payable to Beijing Guonong Taifeng in full on or before 28 August 2016.

No security and guarantee

Neither security nor guarantee is required to be provided by Shi Jia Zhuang Hua Zi in favour of Beijing Guonong Taifeng in respect of the loan.

Purpose of the loan

The loan shall be applied and used by Shi Jia Zhuang Hua Zi for its operations activities.

5. The Loan Agreement (China Co-Op (Shanghai))

On 3 February 2016, Beijing Guonong Taifeng entered into the Loan Agreement (China Co-Op (Shanghai)) with China Co-Op (Shanghai). Pursuant to the Loan Agreement (China Co-Op (Shanghai)), Beijing Guonong Taifeng agreed to provide a loan in the sum of RMB 25 million to China Co-Op (Shanghai) for a term commencing from 5 February 2016 to 5 December 2016 upon and subject to the terms and conditions therein.

The principal terms and conditions of the Loan Agreement (China Co-Op (Shanghai)) are set out as follows:

Date

3 February 2016

Parties

- (i) Beijing Guonong Taifeng as the lender; and
- (ii) China Co-Op (Shanghai) as the borrower.

China Co-Op (Shanghai) is a subsidiary of Coopinvest Company which holds approximately 12.96% interest in China Coop Mengda, an indirect non-wholly owned subsidiary of the Company. Hence, China Co-Op (Shanghai) is a connected person of the Company at subsidiary level under the Listing Rules.

Coopinvest Company is owned as to 83.83% by China Co-Op Group.

Loan amount

RMB 25 million.

Term

From 5 February 2016 to 5 December 2016.

Interest rate

4.8% per annum.

Repayment

China Co-Op (Shanghai) shall repay any outstanding principal under the Loan Agreement (China Co-Op (Shanghai)) together with all interest accrued thereon due and payable to Beijing Guonong Taifeng in full on or before 5 December 2016.

No security and guarantee

Neither security nor guarantee is required to be provided by China Co-Op (Shanghai) in favour of Beijing Guonong Taifeng in respect of the loan.

Purpose of the loan

The loan shall be applied and used by China Co-Op (Shanghai) for its operations activities.

6. The Loan Agreement (Mingte)

On 15 April 2016, FFA (HK) entered into the Loan Agreement (Mingte) with Hebei Mingte and Sino Agri International. Pursuant to the Loan Agreement (Mingte), FFA (HK) agreed to provide a loan in the sum of RMB 6 million to Hebei Mingte for a term commencing from 15 April 2016 to 14 December 2016 upon and subject to the terms and conditions therein. As contemplated by the Loan Agreement (Mingte), the loan shall first be deposited to the account of Sino Agri International and then be disbursed to Hebei Mingte by Sino Agri International for and on behalf of FFA (HK).

The principal terms and conditions of the Loan Agreement (Mingte) are set out as follows:

Date

15 April 2016

Parties

- (i) FFA (HK) as the lender;
- (ii) Hebei Mingte as the borrower; and
- (iii) Sino Agri International as the disbursement agent.

Sino Agri International is a subsidiary of China Co-Op Group. Hence, Sino Agri International is a connected person of the Company at subsidiary level under the Listing Rules.

Loan amount

RMB 6 million.

Term

From 15 April 2016 to 14 December 2016.

Interest rate

4.8% per annum.

Repayment

Hebei Mingte shall repay any outstanding principal under the Loan Agreement (Mingte) together with all interest accrued thereon due and payable to FFA (HK) in full before 15 December 2016.

No security and guarantee

Neither security nor guarantee is required to be provided by Hebei Mingte in favour of FFA (HK) in respect of the loan.

Purpose of the loan

The loan shall be applied and used by Hebei Mingte for its operations activities.

7. The Loan Agreement (Yirun)

On 15 April 2016, FFA (HK) entered into the Loan Agreement (Yirun) with Hebei Yirun and Sino Agri International. Pursuant to the Loan Agreement (Yirun), FFA (HK) agreed to provide a loan in the sum of RMB 20 million to Hebei Yirun for a term commencing from 15 April 2016 to 14 December 2016 upon and subject to the terms and conditions therein. As contemplated by the Loan Agreement (Yirun), the loan shall first be deposited to the account of Sino Agri International and then be disbursed to Hebei Yirun by Sino Agri International for and on behalf of FFA (HK).

The principal terms and conditions of the Loan Agreement (Yirun) are set out as follows:

Date

15 April 2016

Parties

- (iv) FFA (HK) as the lender;
- (v) Hebei Yirun as the borrower; and
- (vi) Sino Agri International as the disbursement agent.

Sino Agri International is a subsidiary of China Co-Op Group. Hence, Sino Agri International is a connected person of the Company at subsidiary level under the Listing Rules.

Loan amount

RMB 20 million.

Term

From 15 April 2016 to 14 December 2016.

Interest rate

4.8% per annum.

Repayment

Hebei Yirun shall repay any outstanding principal under the Loan Agreement (Yirun) together with all interest accrued thereon due and payable to FFA (HK) in full before 15 December 2016.

No security and guarantee

Neither security nor guarantee is required to be provided by Hebei Yirun in favour of FFA (HK) in respect of the loan.

Purpose of the loan

The loan shall be applied and used by Hebei Yirun for its operations activities.

INFORMATION OF THE PARTIES TO THE LOAN AGREEMENTS

Information of the Group, FFA (HK), Hebei Baihao and Beijing Guonong Taifeng

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.

FFA (HK), Hebei Baihao and Beijing Guonong Taifeng are subsidiaries of the Company.

Information of Beijing Pan Zhi

Beijing Pan Zhi is a company with limited liability incorporated in PRC which primarily engages in consultancy business, providing consultancy services on trading, corporate governance, corporate strategy and investments.

To the best of the Company's knowledge, information and belief having made all reasonable enquiries, Beijing Pan Zhi and its ultimate beneficial owners (if any) are third parties independent of the Company and its connected persons.

Information of China Co-Op (Shanghai)

China Co-Op (Shanghai), being a company with limited liability incorporated in PRC, is principally engaged in the businesses of private equity funds management, investments and assets management and is a subsidiary of Coopinvest Company which holds approximately 12.96% interest in China Coop Mengda, an indirect non-wholly owned subsidiary of the Company. Hence, China Co-Op (Shanghai) is a connected person of the Company at subsidiary level under the Listing Rules.

Coopinvest Company is owned as to 83.83% by China Co-Op Group.

Information of Hebei Mingte

Hebei Mingte is a company with limited liability incorporated in PRC which primarily engages in retail, wholesale, import and export businesses.

To the best of the Company's knowledge, information and belief having made all reasonable enquiries, Hebei Mingte and its ultimate beneficial owners (if any) are third parties independent of the Company and its connected persons.

Information of Hebei Yirun

Hebei Yirun is a company with limited liability incorporated in PRC which primarily engages in import and export businesses.

To the best of the Company's knowledge, information and belief having made all reasonable enquiries, Hebei Yirun and its ultimate beneficial owners (if any) are third parties independent of the Company and its connected persons.

Information of Shi Jia Zhuang Ao Yuan

Shi Jia Zhuang Ao Yuan, being a company with limited liability incorporated in PRC, is principally engaged in the business of trading of construction materials and decoration materials and is a 51% shareholder of Xinyuen Taifeng Agricultural Asset Management (Beijing) Company Limited (新源泰豐農業資產管理(北京)有限公司) which in turn is a substantial shareholder of Beijing Guonong Taifeng, a subsidiary of the Company. Hence, Shi Jia Zhuang Ao Yuan is a connected person of the Company at subsidiary level under the Listing Rules.

Information of Hebei Zi Guang

Hebei Zi Guang is a company with limited liability incorporated in PRC which primarily engages in agricultural technology research & development business.

To the best of the Company's knowledge, information and belief having made all reasonable enquiries, Hebei Zi Guang and its ultimate beneficial owners (if any) are third parties independent of the Company and its connected persons.

Information of Shi Jia Zhuang Hua Zi

Shi Jia Zhuang Hua Zi is a company with limited liability incorporated in PRC which primarily engages in interior design and decoration business.

To the best of the Company's knowledge, information and belief having made all reasonable enquiries, Shi Jia Zhuang Hua Zi and its ultimate beneficial owners (if any) are third parties independent of the Company and its connected persons.

Information of Shi Jia Zhuang Xi Hua

Shi Jia Zhuang Xi Hua is a company with limited liability incorporated in PRC which primarily engages in the trading of a wide range of items including electricity apparatus and equipment, decoration materials, electronic devices and miscellaneous merchandises.

To the best of the Company's knowledge, information and belief having made all reasonable enquiries, Shi Jia Zhuang Xi Hua and its ultimate beneficial owners (if any) are third parties independent of the Company and its connected persons.

Information of Sino Agri International

Sino Agri International is principally engaged in the trading business and is a subsidiary of China Co-Op Group. Hence, Sino Agri International is a connected person of the Company at subsidiary level under the Listing Rules.

REASONS FOR AND BENEFITS OF ENTERING INTO THE LOAN AGREEMENTS

The terms of the Loan Agreements were determined after arm's length negotiations between the parties thereto.

Having considered the short-term nature of the loans advanced under the Loan Agreements and that such loans are interest bearing (where the respective interest rates were fixed having taking into account the prevailing benchmark lending rate in RMB), the Directors (including the independent non-executive directors) are of the view that the terms of the Loan Agreements and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

None of the Directors has material interest in the transactions contemplated under the Loan Agreements and are required to abstain from voting on the relevant board resolutions to approve the Loan Agreements and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

Since the respective lenders in the Loan Agreements, namely FFA (HK), Hebei Baihao and Beijing Guonong Taifeng, are subsidiaries of the Company, and each of China Co-Op (Shanghai), Shi Jia Zhuang Ao Yuan and Sino Agri International is a connected person of the Company at subsidiary level under the Listing Rules, the transactions contemplated under the Loan Agreements constituted connected transactions of the Company under Chapter 14A of the Listing Rules.

Shi Jia Zhuang Ao Yuan is a party to the Loan Agreement (Xi Hua), the Loan Agreement (Zi Guang) and the Loan Agreement (Hua Zi). The aggregate amount of the loans advanced under these agreements is RMB 65 million. As all of the applicable ratios for the transactions contemplated under the Loan Agreement (Xi Hua), the Loan Agreement (Zi Guang) and the Loan Agreement (Hua Zi) calculated under Rule 14.07 of the Listing Rules on an aggregated basis are less than 5%, the transactions are only subject to the reporting and announcement requirements and is exempted from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

China Co-Op (Shanghai) and Sino Agri International are both subsidiaries of China Co-Op Group. China Co-Op (Shanghai) is a party to the Loan Agreement (Pan Zhi) and the Loan Agreement (China Co-Op (Shanghai)). Sino Agri International is a party to the Loan Agreement (Mingte) and the Loan Agreement (Yirun). The aggregate amount of the loans advanced under these agreements entered into by China Co-Op (Shanghai) and Sino Agri International is RMB 60 million. As all of the applicable ratios for the transactions contemplated under the Loan Agreement (Pan Zhi), the Loan Agreement (China Co-Op (Shanghai)), the Loan Agreement (Mingte) and the Loan Agreement (Yirun) calculated under Rule 14.07 of the Listing Rules on an aggregated basis are less than 5%, the transactions are only subject to the reporting and announcement requirements and is exempted from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Due to independent oversight, the Company has failed to timely announce the transactions contemplated under the Loan Agreements in accordance with Rule 14A.35 of the Listing Rules. In this respect, the Company has taken steps to rectify it as soon as practicable, including by way of making this announcement.

DEFINITIONS

“Board”	the board of Directors
“Beijing Pan Zhi”	北京磐智管理諮詢有限公司 (Beijing Pan Zhi Management Consultant Company Limited*), details of which are set out in the section headed “Information of the parties to the Loan Agreements”
“Beijing Guonong Taifeng”	北京市國農泰豐農業諮詢有限公司 (Beijing Guonong Taifeng Agricultural Consultancy Co., Ltd.*), a subsidiary of the Company
“China Co-Op Group”	中國供銷集團有限公司 (China Co-Op Group Company Limited*), a company established in the PRC and the wholly owned subsidiary of 中華全國供銷合作總社 (All China Federation of Supply and Marketing Cooperatives*)
“China Co-Op (Shanghai)”	中合供銷(上海)股權投資基金管理有限公司 (China Co-Op (Shanghai) Equity Investment Fund Management Company Limited*), details of which are set out in the section headed “Information of the parties to the Loan Agreements”

“Company”	National Agricultural Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Coopinvest Company”	中合聯投資有限公司 (Coopinvest Company Limited*), a company established in the PRC and a substantial shareholder of China Coop Mengda
“Directors”	the directors of the Company
“FFA (HK)”	FFA (HK) Limited (三農(香港)有限公司), a company incorporated in Hong Kong with limited liability and a subsidiary of the Company
“Group”	the Company and its subsidiaries as at the date of this announcement
“Hebei Baihao”	河北百豪商貿有限公司 (Hebei Baihao Commercial and Trading Co. Ltd*), a subsidiary of the Company
“Hebei Mingte”	河北明特貿易有限公司 (Hebei Mingte Trading Company Limited*), details of which are set out in the section headed “Information of the parties to the Loan Agreements”
“Hebei Yirun”	河北驛潤進出口有限公司 (Hebei Yirun Import and Export Company Limited*), details of which are set out in the section headed “Information of the parties to the Loan Agreements”
“Hebei Zi Guang”	河北紫光農業科技開發有限公司 (Hebei Zi Guang Agricultural Technology Company Limited*), details of which are set out in the section headed “Information of the parties to the Loan Agreements”
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Loan Agreements”	the Loan Agreement (China Co-Op Shanghai), the Loan Agreement (Zi Guang), the Loan Agreement (Hua Zi), the Loan Agreement (Mingte), the Loan Agreement (Pan Zhi), the Loan Agreement (Xi Hua) and the Loan Agreement (Yirun)
“Loan Agreement (China Co-Op (Shanghai))”	the loan agreement regarding a loan in the sum of RMB 25 million entered into among Beijing Guonong Taifeng and China Co-Op (Shanghai) dated 3 February 2016
“Loan Agreement (Zi Guang)”	the loan agreement regarding a loan in the sum of RMB 26 million entered into among Beijing Guonong Taifeng, Hebei Zi Guang and Shi Jia Zhuang Ao Yuan dated 15 January 2016
“Loan Agreement (Hua Zi)”	the loan agreement regarding a loan in the sum of RMB 22 million entered into among Beijing Guonong Taifeng, Shi Jia Zhuang Hua Zi and Shi Jia Zhuang Ao Yuan dated 3 February 2016
“Loan Agreement (Mingte)”	the loan agreement regarding a loan in the sum of RMB 6 million entered into among FFA (HK), Hebei Mingte and Sino Agri International dated 15 April 2016
“Loan Agreement (Pan Zhi)”	the loan agreement regarding a loan in the sum of RMB 9 million entered into among Hebei Baihao, Beijing Pan Zhi and China Co-Op (Shanghai) dated 3 February 2016
“Loan Agreement (Xi Hua)”	the loan agreement regarding a loan in the sum of RMB 17 million entered into among Hebei Baihao, Shi Jia Zhuang Xi Hua and Shi Jia Zhuang Ao Yuan dated 1 February 2016
“Loan Agreement (Yirun)”	the loan agreement regarding a loan in the sum of RMB 20 million entered into among FFA (HK), Hebei Yirun and Sino Agri International dated 15 April 2016

“PRC”	the People’s Republic of China, and for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of PRC
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholders”	shareholders of the Company
“Shi Jia Zhuang Ao Yuan”	石家莊奧源貿易有限公司 (Shi Jia Zhuang Ao Yuan Trading Company Limited*), details of which are set out in the section headed “Information of the parties to the Loan Agreements”
“Shi Jia Zhuang Hua Zi”	石家莊樺梓裝飾工程有限公司 (Shi Jia Zhuang Hua Zi Decoration Engineering Company Limited*), details of which are set out in the section headed “Information of the parties to the Loan Agreements”
“Shi Jia Zhuang Xi Hua”	石家莊西華商貿有限公司 (Shi Jia Zhuang Xi Hua Trading Company Limited*), details of which are set out in the section headed “Information of the parties to the Loan Agreements”
“Sino Agri International”	Sino Agri International (Group) Limited (華農國際(集團)有限公司), details of which are set out in the section headed “Information of the parties to the Loan Agreements”
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

For and on behalf of
National Agricultural Holdings Limited
Chen Li-Jun
Chairman

Hong Kong, 7 September 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 and Ms. Wen Yuanyi and Mr. Chen Li An and three independent non-executive Directors, being Ms. Chiu Kam Hing Kathy, Mr. Ting Tit Cheung and Mr. Fan William Chung Yue.

** for identification purpose only*