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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)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND MEMBER OF AUDIT COMMITTEE,
REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

The board of directors of the Company (the “**Board**”) wishes to announce that with effect from 15 December 2016, Mr. Ting Tit Cheung (“**Mr. Ting**”) has resigned from his office as an independent non-executive director of the Company to pursue personal reasons. Mr. Ting also ceased to be a member of the audit committee, the remuneration committee and the nomination committee of the Board simultaneously with his resignation as an independent non-executive director of the Company on 15 December 2016.

Mr. Ting has confirmed that his resignation is not due to disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company. The Board would like to express its gratitude to Mr. Ting for his valuable contribution to the Company during his tenure of service.

After Mr. Ting’s resignation, the number of independent non-executive Directors fails to meet the relevant requirement under the Rules Governing the listing of securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Board has identified an appropriate candidate and will endeavour to effect the appointment of an independent non-executive director as soon as possible within three months from the date of Mr. Ting’s resignation pursuant to Rule 3.11 of the Listing Rules.

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

Hong Kong, 15 December 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. Chen Li An and two independent non-executive Directors, being Ms. Chiu Kam Hing Kathy and Mr. Fan William Chung Yue.