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上海大生農業金融科技股份有限公司

Shanghai Dasheng Agriculture Finance Technology Co., Ltd.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 1103)

SECOND SUPPLEMENTAL AGREEMENT IN RELATION TO DISCLOSEABLE TRANSACTION FOR ACQUISITION OF SHANGHAI KAIYI CORPORATE MANAGEMENT CONSULTANCY CO., LIMITED

Reference is made to the announcements (collectively the “**Announcements**”) of Shanghai Dasheng Agriculture Finance Technology Co. Ltd. (上海大生農業金融科技股份有限公司) (the “**Company**”) dated 18 August 2015 and 24 December 2015 in relation to, among other things, the Sale and Purchase Agreement, as amended by the Supplemental Agreement, with the Vendor and the Guarantors, pursuant to which the Company has conditionally agreed to acquire and the Vendor and Madam Yan, one of the Guarantors, have conditionally agreed to sell the Target Equity Interest at the Consideration and the Guarantors have guaranteed the due performance of the Sale and Purchase Agreement by the Vendor. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

Pursuant to the Supplemental Agreement dated 24 December 2015, the Company, the Vendor and the Guarantors agreed to change the Conditions Fulfilment Date to 30 April 2016. Since change to the major investor and ultimate controller of a third-party payment company in the PRC requires approval from the People's Bank of China, very thorough and complex procedure has to be gone through for application of approval. The time for approval is taken longer than previously anticipated and the application is still in progress.

In light of the current circumstances, on 28 April 2016, a second supplemental agreement (the “**Second Supplemental Agreement**”) to the Sale and Purchase Agreement, as amended by the Supplemental Agreement was entered into by the Company, the Vendor and the Guarantors, pursuant to which the Company, the Vendor and the Guarantors agreed to further change the Conditions Fulfilment Date to 31 July 2016.

Save for the above, there were no other major changes to the terms and conditions of the Sale and Purchase Agreement, as amended by the Supplemental Agreement.

The terms of the Second Supplemental Agreement were arrived at after arm's length negotiations between the Company, the Vendor and the Guarantors. The Board considers that the terms of the Second Supplemental Agreement are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

By Order of the Board
Shanghai Dasheng Agriculture Finance Technology Co., Ltd.
Lan Huasheng
Chairman

Shanghai, PRC, 28 April 2016

As at the date of this announcement, the Board comprises three executive Directors: Mr. Lan Huasheng, Mr. Mo Luojiang and Mr. Wang Ligu; one non-executive Director: Mr. Zhu Tianxiang; and three independent non-executive Directors: Mr. Chung Cheuk Ming, Ms. Pan Min and Mr. Zhou Jianhao.