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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 12 JUNE 2014

The board of directors (the “**Board**”) of National Agricultural Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions set out in the AGM Notice dated 13 May 2014 were duly passed by the Shareholders by way of poll at the AGM held on 12 June 2014.

Reference is made to the notice (“**Notice**”) of AGM and the circular (“**Circular**”) of the Company both dated 13 May 2014. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that all the resolutions as set out in the Notice (“**Resolutions**”) were duly passed by the Shareholders by way of poll at the AGM held on 12 June 2014.

As at the date of the AGM, the total number of issued Shares was 1,328,310,568 which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the Resolutions at the AGM.

The poll results for the Resolutions were as follows:

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1.	To receive and consider the audited financial statements and the reports of the directors (“Directors”) and the auditors of the Company for the year ended 31 December 2013.	800,625,368 (100%)	– –
2.	(a) To re-elect Mr. Chen Li-Jun as executive Director and to authorise the Directors to fix his remuneration.	800,625,368 (100%)	– –
	(b) To re-elect Mr. Ren Hai as executive Director and to authorise the Directors to fix his remuneration.	800,625,368 (100%)	– –
	(c) To re-elect Mr. Peng Guojiang as executive Director and to authorise the Directors to fix his remuneration.	800,625,368 (100%)	– –
	(d) To re-elect Mr. Zhang Yuliang as executive Director and to authorise the Directors to fix his remuneration.	800,625,368 (100%)	– –
	(e) To re-elect Ms. Wen Yuanyi as executive Director and to authorise the Directors to fix her remuneration.	800,625,368 (100%)	– –
	(f) To re-elect Ms. Chiu Kam Hing Kathy who has served the Company for more than nine years as independent non-executive Director and to authorise the Directors to fix her remuneration.	800,625,368 (100%)	– –
	(g) To re-elect Mr. Ting Tit Cheung as independent non-executive Director and to authorise the Directors to fix his remuneration.	800,625,368 (100%)	– –
	(h) To re-elect Mr. Shum Wan Lung as independent non-executive Director and to authorise the Directors to fix his remuneration.	800,625,368 (100%)	– –
	(i) To re-elect Mr. Law Yee Kwan Quinn as independent non-executive Director and to authorise the Directors to fix his remuneration.	800,625,368 (100%)	– –
3.	To re-appoint the Company’s auditors and authorise the board of directors of the Company (“Board”) to fix their remuneration.	800,625,368 (100%)	– –

Ordinary Resolutions		No. of Votes (%)	
		For	Against
4.	(1) To grant a general mandate to the directors to issue new shares, etc.	800,625,368 (100%)	– –
	(2) To grant a general mandate to the directors to repurchase shares, etc.	800,625,368 (100%)	– –
	(3) To extend the general mandate granted to the directors to issue new shares, etc.	800,625,368 (100%)	– –
5.	To approve the adoption of the share option scheme (the “Share Option Scheme”) and authorise the Directors to grant options and to allot, issue and deal with Shares pursuant to the exercise of any option granted thereunder and to take all such acts and enter into all such transactions, arrangements and agreements as they may consider necessary or expedient to implement or give full effect to the Share Option Scheme.	800,625,368 (100%)	– –

As more than 50% of the votes were cast in favor of each of the Resolutions, all the Resolutions were duly passed as ordinary resolutions of the Company. The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the AGM in person, by corporate representative or by proxy.

The Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the vote-taking.

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

Hong Kong, 12 June 2014

As at the date of this announcement, the Board of the Company comprises five executive Directors, being Mr. Chen Li-Jun, Mr. Ren Hai, Mr. Peng Guojiang, Mr. Zhang Yuliang and Ms. Wen Yuanyi, and four independent non-executive Directors, being Ms. Chiu Kam-Hing Kathy, Mr. Ting Tit Cheung, Mr. Shum Wan Lung and Mr. Law Yee Kwan Quinn.