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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of National Agricultural Holdings Limited (the “**Company**”) will be held at Suites 1604–5, Prudential Tower, Harbour City, 21 Canton Road, Tsimshatsui, Kowloon, Hong Kong at 10:00 a.m. on Wednesday, 31 December 2014 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“1. THAT

- (a) subject to and conditional upon the fulfilment of the conditions in the placing agreement dated 20 November 2014 (as supplemented and amended by a supplemental agreement dated 4 December 2014) entered into among the Company as issuer and CCB International Capital Limited and Convoy Investment Securities Limited as placing agents in relation to the proposed placing (“**Placing**”) of a maximum of 82,928,000 shares of HK\$3.0 each in the capital of the Company (“**Placing Shares**”) ((“**Placing Agreement**”) a copy of which is marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the meeting) the form and substance of the Placing Agreement be and is hereby approved, ratified and confirmed and any one director of the Company (“**Director**”) be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;
- (b) subject to and conditional upon the fulfilment of the conditions in the subscription agreement dated 20 November 2014 (as supplemented and amended by a supplemental agreement dated 4 December 2014) entered into between the Company as issuer and China Co-Op V (Shanghai) Equity Investment Funds Limited Partnership as subscriber in relation to the proposed subscription of a maximum of 100,000,000 shares of HK\$3.0 each in the share capital of the Company (the “**Co-Op Subscription Shares**”) ((“**Co-Op Subscription**

Agreement”) a copy of which is marked “B” and signed by the chairman of the EGM for identification purpose has been tabled at the meeting), the form and substance of the Co-Op Subscription Agreement be and is hereby approved, ratified and confirmed and any one Director be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;

- (c) subject to the fulfilment of the conditions of the Placing Agreement and the Co-Op Subscription Agreement, any one Director be and is hereby authorised to exercise all the powers of the Company and to take all steps as might in his opinion be desirable or necessary in connection with the Placing Agreement and Co-Op Subscription Agreement to, including without limitation, allot and issue the Placing Shares and Co-Op Subscription Shares;
- (d) all other transactions contemplated under the Placing Agreement and Co-Op Subscription Agreement be and are hereby approved and any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Placing Agreement and the Co-Op Subscription Agreement, the allotment and issue of the Placing Shares and Co-Op Subscription Shares and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and
- (e) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares and Co-Op Subscription Shares, the unconditional specific mandates granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Placing Shares and Co-Op Subscription Shares pursuant to the Placing Agreement and Co-Op Subscription Agreement be and are hereby confirmed and approved.”

“2. THAT

- (a) subject to and conditional upon the fulfilment of the conditions in the subscription agreement dated 20 November 2014 (as supplemented and amended by a supplemental agreement dated 4 December 2014) entered into between the Company as issuer and Parko (Hong Kong) Limited as subscriber in relation to the proposed subscription of a maximum of 192,074,400 shares of HK\$3.0 each in the share capital of the Company (the “**Parko Subscription Shares**”) (“**Parko Subscription Agreement**”) a copy of which is marked “C” and signed by the chairman of the EGM for identification purpose has been tabled at the meeting), the form and substance of the Parko Subscription Agreement be and is hereby approved, ratified and confirmed and any one Director be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;

- (b) subject to the fulfillment of the conditions of the Parko Subscription Agreement, any one Director be and are hereby authorised to exercise all the powers of the Company and to take all steps as might in his opinion be desirable or necessary in connection with the Parko Subscription Agreement to, including without limitation, allot and issue the Parko Subscription Shares;
- (c) all other transactions contemplated under the Parko Subscription Agreement be and are hereby approved and any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Parko Subscription Agreement, the allotment and issue of the Parko Subscription Shares and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and
- (d) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Parko Subscription Shares, the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Parko Subscription Shares pursuant to the Parko Subscription Agreement be and is hereby confirmed and approved.”

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

Hong Kong, 12 December 2014

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the memorandum of association and articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof, should he so wish.
3. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
5. The form of proxy for use at the EGM is enclosed herewith.

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. Shum Wan Lung and Mr. Law Yee Kwan Quinn.