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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 EXTRAORDINARY GENERAL MEETING HELD ON 31 DECEMBER 2014**

The board of directors (the “**Board**”) of National Agricultural Holdings Limited (the “**Company**”) is pleased to announce that all resolutions as set out in the Notice of EGM dated 12 December 2014 were duly passed by the Independent Shareholders by way of poll at the EGM held on 31 December 2014.

Reference is made to the notice (“**Notice**”) of EGM and the circular (“**Circular**”) of the Company both dated 12 December 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 resolutions as set out in the Notice (“**Resolutions**”) were duly passed by the Independent Shareholders by way of poll at the EGM held on 31 December 2014.

As at the date of the EGM, the total number of Shares in issue was 1,453,971,468 Shares. Parko, holding a total of 741,801,292 Shares, representing approximately 51.02% of the existing issued share capital of the Company, had abstained from voting at the EGM. Accordingly, a total of 712,170,176 Shares were held by the Independent Shareholders who were entitled to attend, either in person or by proxy, and vote for or against the Resolutions at the EGM.

Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules and no other Shareholders were required under the Listing Rules to abstain from voting on the Resolutions at the EGM.

The poll results for the Resolutions were as follows:

Ordinary Resolutions			No. of votes (%)	
			For	Against
<b>THAT</b>				
1.	(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 (“ <b>Placing</b> ”) of a maximum of 82,928,000 shares of HK\$3.0 each in the capital of the Company (“ <b>Placing Shares</b> ”) ((“ <b>Placing Agreement</b> ”) 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 (“ <b>Director</b> ”) be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;	34,212,408 (98.37%)	568,000 (1.63%)
	(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 “ <b>Co-Op Subscription Shares</b> ”) ((“ <b>Co-Op Subscription Agreement</b> ”) 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;		

<b>Ordinary Resolutions</b>		<b>No. of votes (%)</b>	
		<b>For</b>	<b>Against</b>
(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 respectively be and are hereby confirmed and approved.		

Ordinary Resolutions			No. of votes (%)	
			For	Against
<b>THAT</b>				
2.	(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 “ <b>Parko Subscription Shares</b> ”) ((“ <b>Parko Subscription Agreement</b> ”) 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;	34,212,408 (98.37%)	568,000 (1.63%)
	(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		

Ordinary Resolutions		No. of votes (%)	
		For	Against
(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.		

As more than 50% of the votes were cast in favor of the Resolutions, 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 Independent Shareholders who attended and voted at the EGM 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 EGM for the vote-taking.

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

Hong Kong, 31 December 2014

*As at the date of this announcement, the Board of the Company 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.*