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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, on Wednesday, 13 May 2015 at 10:00 a.m. 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) the conditional placing agreement dated 28 January 2015 and the supplemental agreement dated 2 April 2015 ((collectively, the “**Placing Agreement**”), a copy of which is marked “A” and “B” respectively and signed by the chairman of the EGM for identification purpose has been tabled at the meeting) entered into between the Company, as issuer, and Convoy Investment Securities Limited, as placing agent, in relation to the proposed placing of up to 141,463,000 unlisted warrants (the “**Placing Warrant(s)**”), at the issue price of HK\$0.189 per Placing Warrant, which confer the subscription rights to subscribe for new ordinary shares of par value of HK\$0.025 each in the capital of the Company (the “**Share(s)**”) within 12 months from the date of the issue of the Placing Warrants at an initial exercise price of HK\$3.0 per Share, subject to adjustment and to the terms and conditions set out in the warrants instrument ((the “**Warrants Instrument**”), a copy of which is marked “C” and signed by the chairman of the EGM for identification purpose has been tabled at the meeting), and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to the fulfillment of the conditions of the Placing Agreement, the creation and issue of the Placing Warrants in accordance with the terms and conditions of the Placing Agreement and the Warrants Instrument be and are hereby approved, ratified and confirmed;

- (c) subject to the fulfillment of the conditions of the Placing Agreement, any one director of the Company (the “**Director**”) be and is hereby generally and specifically authorised to allot and issue such number of the Shares that may fall to be allotted and issued upon exercise of the subscription rights attaching to the Placing Warrants (the “**Specific Mandate A**”). The Specific Mandate A is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and
- (d) 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 transactions contemplated thereunder 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.”

2. “**THAT:**

- (a) the conditional subscription agreement dated 28 January 2015 and the supplemental agreement dated 2 April 2015 ((collectively, the “**Subscription Agreement**”), a copy of which is marked “D” and “E” respectively and signed by the chairman of the EGM for identification purpose has been tabled at the meeting) entered into between the Company, as issuer, and Parko (Hong Kong) Limited, as subscriber, in relation to the proposed subscription of up to 212,194,500 unlisted warrants (the “**Subscription Warrant(s)**”), at the issue price of HK\$0.189 per Subscription Warrant, which confer the subscription rights to subscribe for new ordinary Shares within 12 months from the date of the issue of the Subscription Warrants at an initial exercise price of HK\$3.0 per Share, subject to adjustment and to the terms and conditions set out in the Warrants Instrument, and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to the fulfillment of the conditions of the Subscription Agreement, the creation and issue of the Subscription Warrants in accordance with the terms and conditions of the Subscription Agreement and the Warrants Instrument be and are hereby approved, ratified and confirmed;
- (c) subject to the fulfillment of the conditions of the Subscription Agreement, any Director be and is hereby generally and specifically authorised to allot and issue such number of the Shares as may be required that may fall to be allotted and issued upon exercise of the subscription rights attaching to the Subscription Warrants (the “**Specific Mandate B**”). The Specific Mandate B is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and

- (d) 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 Subscription Agreement and the transactions contemplated thereunder 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.”

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

Hong Kong, 27 April 2015

Registered office:
P.O. Box 309, Uglan House
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Cayman Islands

*Principal Place of Business
in Hong Kong:*
Suites 1604–5, Prudential Tower
Harbour City, 21 Canton Road
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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. Law Yee Kwan Quinn and Mr. Fan William Chung Yue.