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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 13 MAY 2015

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 27 April 2015 were duly passed by the Independent Shareholders by way of poll at the EGM held on 13 May 2015.

Reference is made to the notice (“**Notice**”) of EGM and the circular (“**Circular**”) of the Company both dated 27 April 2015. 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 13 May 2015.

As at the date of the EGM, the total number of Shares in issue was 1,768,707,968 Shares. The Subscriber, holding a total of 903,007,792 Shares, representing approximately 51.05% of the existing issued share capital of the Company, had abstained from voting at the EGM. Accordingly, a total of 865,700,176 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
1. To approve, confirm and ratify the Placing Agreement (as defined in the circular of the Company dated 27 April 2015 (“ Circular ”)) and all the transactions contemplated thereunder and the creation and issue of the Placing Warrants (as defined in the Circular); to grant the specific mandate for allotment and issue of the Placing Warrant Shares (as defined in the Circular) to the directors of the Company; and to authorize any one director of the Company to do all things necessary for implementation thereof.	51,430,716 (100%)	0 (0%)
2. To approve, confirm and ratify the Subscription Agreement (as defined in the Circular) and all the transactions contemplated thereunder and the creation and issue of the Subscription Warrants (as defined in the Circular); to grant the specific mandate for allotment and issue of the Subscription Warrant Shares (as defined in the Circular) to the directors of the Company; and to authorize any one director of the Company to do all things necessary for implementation thereof.	51,430,716 (100%)	0 (0%)

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, 13 May 2015

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.