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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 JULY 2015

The board of directors (the “**Board**”) of National Agricultural Holdings Limited (the “**Company**”) is pleased to announce that the resolution as set out in the Notice of EGM dated 24 June 2015 was duly passed by the Independent Shareholders by way of poll at the EGM held on 13 July 2015.

Reference is made to the notice (“**Notice**”) of EGM and the circular (“**Circular**”) of the Company both dated 24 June 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 the resolution as set out in the Notice (“**Resolution**”) was duly passed by the Shareholders (other than Parko) (“**Independent Shareholders**”) by way of poll at the EGM held on 13 July 2015.

As at the date of the EGM, the total number of Shares in issue was 2,102,865,468 Shares. Considering Parko, the controlling shareholder of the Company which holds approximately 53.03% of the issued share capital of the Company as at the date of the EGM, is indirectly controlled by the Vendor (which holds 26% equity interest in Hebei AMP, which in turn holds 51% of the issued share capital of Million Rich, the holding company of Parko), Parko and its associates had abstained from voting on the Resolution at the EGM. Accordingly, a total of 987,663,176 Shares were held by the Independent Shareholders who were entitled to attend, either in person or by proxy, and vote for or against the Resolution at the EGM.

Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolution 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 Resolution at the EGM.

The poll results for the Resolution were as follows:

Ordinary Resolution	No. of votes (%)	
	For	Against
<p><b>“THAT</b></p> <p>(a) subject to and conditional upon the fulfilment of the conditions in the sale and purchase agreement dated 29 April 2015 entered into among the Company, 中國農業生產資料集團公司 (China National Agricultural Means of Production Group Corporation*) (the <b>“Vendor”</b>) and 中農集團農機控股有限公司 (Sino-agri Agricultural Machinery Holdings Company Limited*) (the <b>“Target Company”</b>) in relation to the acquisition of 30% equity interest in the Target Company from the Vendor and provision of a shareholder’s loan in the amount up to RMB145 million by the Company to the Target Company (the <b>“SPA”</b>, a copy of which is marked <b>“A”</b> and signed by the chairman of the EGM for identification purpose has been tabled at the meeting), the form and substance of the SPA 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;</p> <p>(b) subject to the fulfilment of the conditions of the SPA, 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 SPA; and</p> <p>(c) all other transactions contemplated under the SPA 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 Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purpose of giving effect to or in connection with the SPA 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.</p>	<p>87,076,716 (97.31%)</p>	<p>2,408,000 (2.69%)</p>

As more than 50% of the votes were cast in favor of the Resolution, the Resolution was duly passed as ordinary resolution 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 July 2015

*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. Fan William Chung Yue and Mr. Chu Kin Wang Peleus.*

*\* for identification purposes only and should not be regarded as an official name*