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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 11 AUGUST 2015

The board of directors (the “**Board**”) of National Agricultural Holdings Limited (the “**Company**”) is pleased to announce that the resolutions as set out in the Notice of EGM dated 20 July 2015 was duly passed by the Shareholders by way of poll at the EGM held on 11 August 2015.

Reference is made to the Notice of EGM (“**Notice of EGM**”) and the circular (“**Circular**”) of the Company both dated 20 July 2015. Capitalised 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 resolutions as set out in the Notice of EGM (“**Resolution(s)**”) was duly passed by the Shareholders by way of poll at the EGM held on 11 August 2015.

As at the date of the EGM, the total number of Shares in issue was 2,102,865,468 Ordinary Shares which was the total number of Ordinary Shares entitling the Shareholders to attend and vote for or against the Resolutions at the EGM. There were no restrictions on any Shareholders to cast votes on any of the Resolutions at the EGM.

The poll results for the Resolutions were as follows:

| Resolutions | | No. of votes (%) | |
|-------------|--|-----------------------|-----------|
| | | For | Against |
| 1. | To approve the Ordinary Resolution no. 1 (To approve the Preferred Shares Subscription Agreement and the transactions contemplated thereunder). | 590,512,266 (100%) | 0 (0%) |
| 2. | To approve the Special Resolution no. 2 (Amendment to the Articles). | 590,512,266 (100%) | 0 (0%) |
| 3. | To approve the Special Resolution no. 3 (Allotment and issue of Preferred Shares and new Ordinary Shares which may fall to be issued upon the exercise of the conversion rights attached to the Preferred Shares). | 590,512,266 (100%) | 0 (0%) |

As more than 50% of the votes were cast in favor of the Ordinary Resolution no. 1 of the Notice of EGM, the said Ordinary Resolution was duly passed as ordinary resolution of the Company. As more than 75% of the votes were cast in favour of the Special Resolutions no. 2 and no. 3 of the Notice of EGM, the said Special Resolutions were duly passed as special 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 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, 11 August 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.