



3 July 2018

Rupa Kapadia
Adviser, Listing Compliance
ASX Compliance Pty Ltd

By email to: rupa.kapadia@asx.com.au

Dear Rupa:

Bojun Agriculture Holdings Limited Response to ASX Query

Bojun Agriculture Holdings Limited (BAH or Company) refers to your letter dated 29 June 2018 and responds to your queries in the same order as raised.

1. The Company believes there's miscommunication between directors. The Company didn't refuse to arrange a board meeting to discuss questions around BAH' corporate governance arrangements raised by Hon. Andrew Stoner. The board of directors of BAH always actively discuss the Company's operations, corporate governance, and strategy through board meetings, on site visit and emails. The Company was actively arranging a board meeting to discuss questions raised by Hon. Andrew Stoner, checking the availability of the relevant Chinese directors and management staffs during the busy season in China, and preparing the relevant paperwork after receiving the requests from Australian directors. Before the Company finalised the preparation of the board meeting, the Company heard that Hon. Andrew Stoner, as a board member of another ASX listed company, was involved in the potential class action lawsuit against the board of directors of the listed company under the guidance of an Australian law firm. The Company expressed the concerns regarding this matter and asked Hon. Andrew Stoner to consider to resign if his personal circumstances might have affected the Company's potential capital market activities and reputation. Hon. Andrew Stoner admitted that a lawyer purporting to act on behalf of shareholders has written to a company upon whose board he sits. He also expressed that to consider



resigning, he would like to be paid outstanding directors fees to the end of June, plus a severance payment equivalent to one month's directors fees. Due to Hon. Andrew Stoner's admission of his personal circumstance and his great contribution to the Company in the past, the Company agreed to accept his resignation and pay him the extra one month director fee to reward his contribution to the Company. The Company paid Hon. Andrew Stoner's outstanding director fees plus a severance payment on 20 June 2018 and received Hon. Andrew Stoner's formal resignation email on 21 June 2018.

During the discussion between the Company and Hon. Andrew Stoner regarding his personal circumstances, the Company received a formal resignation letter from Mr. Ong without any specific reasons regarding his resignation. The Company is unable to know the personal communication between Hon. Andrew Stoner and Mr Ong. The Company accepted Mr. Ong's resignation and thanked him for his support by email dated 18 June 2018 and Mr. Ong thanked Dr Zhu and other directors by email dated 18 June 2018.

2. Bank accounts in China: There're no changes regarding the authorised signatories since 20 Nov 2017. The authorised signatories are Dr Bo Zhu (Executive Director of BAH) and Ms Zhen Yu (Executive Director of BAH)

Bank accounts outside China: There're no changes regarding the authorised signatories since 20 Nov 2017. The authorised signatories are Ms Jing Wang (Finance Manager of BAH in China) and Ms Bingning Yang (Financial Accountant of BAH in China)

3. When the accounts department receives invoices and payment requests, the financial accountant and finance manager are responsible to check the accuracy, authenticity, and validity, and sign off the paperwork. Two of two Executive Directors and one CEO are required to review the paperwork signed off by



financial accountant and finance manager and sign off the paperwork to authorise the payment.

4. The Company confirms that Beijing Ruihua Future Investment Management Co., Ltd. was the listing corporate advisor of BAH during its IPO process in Australia. After the successful listing on ASX, BAH doesn't have any contractual relationship with Beijing Ruihua. Occasionally, the Company requests the translator from Beijing Ruihua to provide oral translation services for BAH board meetings. Occasionally, the Company requests the translator Ms Karen Han to provide oral translation services for BAH board meetings through telephone conference system.
5. The Company is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
6. The Company confirms that the responses to the questions above have been authorised and approved by its Board.



29 June 2018

Mr Nicholas Ong

Company Secretary
Bojun Agriculture Holdings Limited
Level 36, Gateway
1 Macquarie Place
Sydney NSW 2000

By email: Nicholas.ong@minervacorporate.com.au

Dear Mr Ong,

Bojun Agriculture Holdings Limited ("BAH"): Query Letter

ASX Limited ("ASX") notes that on 28 June 2018, BAH announced the simultaneous resignation of two of its Australian directors. ASX understands that one of those directors was asked to resign after raising questions around BAH's corporate governance arrangements, specifically in relation to who is able to access its bank accounts and about the possible involvement of a Mr Xiaoran "John" Zhang ("Mr Zhang") with BAH. ASX took the precautionary step of suspending the securities of BAH from quotation on 28 June 2018 under Listing Rule 17.3, pending further enquiries.

ASX asks BAH to respond separately to each of the following questions and requests for information:

1. Please provide a full account of the circumstances in which Hon. Andrew Stoner and Mr Chen Chik (Nicholas) Ong resigned from BAH's board, along with the reasons for their resignations.
2. Please provide a list of all authorised signatories for BAH's bank accounts since 29 November 2017, along with an explanation of their role within BAH. Please also clearly identify all current signatories.
3. Please provide a description of the authorisation process that BAH has in place to ensure that all transactions in its bank accounts are properly authorised.
4. Does BAH have any business relationship or other connection with Mr Zhang or his company Beijing Ruihua Future Investment Management Co., Ltd ("Beijing Ruihua")? If so, please clearly explain the nature of the relationship or connection (for example, as a consultant, adviser, employee, shareholder or controller of a shareholder), along with a complete summary of any agreements or arrangements, whether written or unwritten, that may be in place with Mr Zhang or Beijing Ruiha.
5. Please confirm that BAH is in compliance with the Listing Rules and in particular, Listing Rule 3.1.
6. Please confirm that BAH's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of BAH with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than half an hour before the start of trading (ie before 9.30 a.m. AEST) on Wednesday 4 July 2018.

ASX is not presently intending to release this letter or BAH's response, given the sensitive nature of the information requested above. However, ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A, should ASX consider it necessary or appropriate to do so.

Your response should be sent to me by e-mail. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

ASX also reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Rupa Kapadia

Adviser, Listings Compliance (Sydney)