

## **Dongfang Modern Agriculture Holding Group Limited ACN 604 659 270**

### **Second Supplementary Prospectus dated 25 August, 2015**

This is the second supplementary prospectus dated 25 August, 2015 (**Second Supplementary Prospectus**) prepared by Dongfang Modern Agriculture Holding Group Limited ACN 604 659 270 ("**Company**") to the Replacement Prospectus dated 30 June 2015 ("**Replacement Prospectus**") and the First Supplementary Prospectus dated 8 July 2015 ("**First Supplementary Prospectus**").

It supplements, and should be read together with, the Replacement Prospectus and First Supplementary Prospectus. Unless the context otherwise requires, terms defined in the Replacement Prospectus have the same meaning when used in this document.

Neither ASIC nor ASX take any responsibility for the content of this Second Supplementary Prospectus. A copy of this Second Supplementary Prospectus was lodged with the ASIC on 25 August, 2015.

#### **Reasons for this Second Supplementary Prospectus**

This Second Supplementary Prospectus has been prepared to:

- (a) extend the indicative closing date of the Offer to 1 October, 2015;
- (b) extend the period for admission to quotation of securities offered under the Replacement Prospectus from three (3) months from the date of the Original Prospectus to three (3) months from the date of this Second Supplementary Prospectus; and
- (c) extend the period to achieve the minimum subscription of \$39,000,000 from four (4) months from the date of the Original Prospectus to four (4) months from the date of this Second Supplementary Prospectus.

As required by Section 724(2) of the Corporations Act 2001 the Company will allow investors who have lodged applications under the Replacement Prospectus prior to the date of this Second Supplementary Prospectus to obtain a refund for their application monies if they do not wish to proceed with their applications (see below for further details).

#### **ASIC Declaration – Extension of Time to Meet Minimum Subscription and Quotation Conditions**

On 24 August, 2015, ASIC made a declaration pursuant to section 741(1) of the Corporations Act, modifying sections 723(3)(b), 724(1)(a) and 724(1)(b)(ii) of the Corporations Act the effect of which is extend the period for the Company to:

- (a) achieve the minimum subscription of \$39,000,000 to four (4) months from the date of this Second Supplementary Prospectus namely by 25 December, 2015; and
- (b) obtain quotation of the Shares to the ASX to three (3) months from the date of this Second Supplementary Prospectus namely by 25 November, 2015.

The number of the declaration is 05/0789.

Application for the Company's admission to the Official List was made on 20 May, 2014. If the Company is not admitted to the Official List and the Shares are not admitted to quotation within three (3) months from the date of this Second Supplementary Prospectus, all Application Monies will be refunded without interest.

As at the date of this Second Supplementary Prospectus, applications have been received totalling \$29,929,000 from 373 Applicants of whom 356 are, according to the information provided to the Company, Australian residents. The Company has not as at the date of this Second Supplementary Prospectus met the Minimum Subscription or the spread required to be admitted to quotation on the ASX.

ASX Listing Rule 1.1 condition 7 requires an entity seeking admission in the ASX Listing category to meet ASX's minimum spread requirements. The ASX Guidance Note 1 says that this requirement serves to demonstrate that there is sufficient investor interest in the entity to justify its listing and to ensure some level of liquidity at the time the entity is initially listed. In the case of the Company, the Company will need to have at least 400 holders each holding a parcel of the main class of securities with a value of at least A\$2,000 (excluding restricted securities).

In the case of the Company, the ASX has required that as a condition of admission to quotation the ASX will need to be satisfied that the Company has an appropriate spread of shareholders and in any case that there are

at least 400 shareholders of whom at least 300 are Australian residents, each having a parcel of shares with a value of at least \$2,000.

If Applicants elect to withdraw their Application, there is a risk that the Company may not meet the conditions necessary for the Offer to proceed or for the Company to be admitted to quotation on the ASX.

### **New Applications**

All new applications for Shares must be made on the Application Form attached to or accompanying this Second Supplementary Prospectus. The Application Form contains detailed instructions on how it is to be completed. Applications must not be made on the Application Form attached to or accompanying the Replacement Prospectus.

Each Application Form must be accompanied by payment of \$1.00 per Share in full. Applications must be for a minimum of 2,000 Shares (\$2,000) and thereafter in multiples of 200 Shares (\$200).

### **Withdrawal of Applications**

As required by Section 724(2) of the Corporations Act 2001 the Company will allow investors who have lodged applications under the Replacement Prospectus prior to the date of this Second Supplementary Prospectus to obtain a refund for their application monies if they do not wish to proceed with their applications.

Any investor who wishes to obtain a refund should write to the Company, Dongfang Modern Agriculture Holding Group Limited, 410/282 Victoria Street Chatswood, Sydney, NSW, Australia 2067 within one month of the date of this Second Supplementary Prospectus to withdraw their application and be repaid. The details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form lodged by that investor. Refund requests must be received by the Company by 5.00pm EST on 30 September 2015.

### **Amendments to Content of Replacement Prospectus**

The Replacement Prospectus is supplemented by making the following amendments to the Replacement Prospectus:

#### **Important Information Table on Page 2 of the Replacement Prospectus**

The Directors have resolved to extend the Closing Date for the Offer until 5.00 pm on 1 October, 2015

Completed Application Forms must be forwarded to the Company's Share Registry by no later than 5.00pm EST on 1 October, 2015.

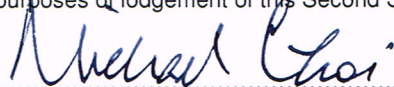
The indicative timetable for the Offer is now as follows:

Offer Opens	30 June, 2015
Offer expected to Close*	1 October, 2015
Share Allotment Date	7 October, 2015
Expected Date for Dispatch of Shareholding Statements	7 October, 2015
Expected Date for Quotation on the ASX	14 October 2015

\* These dates are indicative only and subject to change. The Board at its own discretion and subject to its statutory obligations reserve the right to alter this timetable at any time and may extend the period of the Offer or bring forward the Close of the Offer.

### **Directors' Statement**

The Directors have consented to the lodgement of this Second Supplementary Prospectus with ASIC. Signed by Michael Wai-Man Choi a Director of the Company, pursuant to section 351 of the Corporations Act, for the purposes of lodgement of this Second Supplementary Prospectus with ASIC.



Michael Wai-Man Choi