



Emerald Plantation Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

**Results of Extraordinary General Meeting of Shareholders
held by telephone conference on 25 May 2016**

Unless defined otherwise, capitalised terms used in this notice shall have the same meanings as the notice of 29 April 2016 issued by Emerald Plantation Holdings Limited (the “**Company**”).

An extraordinary general meeting (the “**Meeting**”) of shareholders of the Company was held at 9:00 a.m. (New York time) / 9:00 p.m. (Hong Kong time) on Wednesday, 25 May 2016.

Holders (“**Noteholders**”) of the 6.00% Guaranteed Senior Notes due 2020 (CUSIP No. 29101WAA4) issued by the Company pursuant to an indenture dated 30 January 2013 between the Company, Computershare Trust Company, N.A., as Trustee and Security Trustee, and the Initial Subsidiary Guarantors listed therein, who are not Shareholders, were also invited to observe the Meeting.

An audio recording of the Meeting is available upon request from shareholders and Noteholders. Please contact the Company at info@emerald-plantation.com for a copy.

Shareholders were asked to vote on five resolutions at the Meeting, as follows:

- (a) To approve the sale by the Company of all shares in Emerald Plantation Group Limited to New Plantations Limited on the terms set out in the sale and purchase agreement with New Plantations Limited dated 21 April 2016.
- (b) To amend Article 1.1 of the Articles of Association of the Company (the “**Articles**”) by adding the following defined term:

“Entire Sale” the sale of all or substantially all of the assets of the Company in accordance with Article 32.1(c).
- (c) To amend Article 22 of the Articles by adding “prior to the year in which an Entire Sale is completed” immediately following “calendar year”.
- (d) To amend Article 41 of the Articles by deleting “or” before “(ii)” and by adding “; or (iii) following the completion of an Entire Sale, one” after “five Directors,” in the first sentence.
- (e) To amend Article 72 by adding “prior to the completion of an Entire Sale” immediately

after "(ii)".

The company is pleased to announce that each of the five resolutions was approved by the shareholders.

Shareholders representing 235,596,273 shares, constituting 78.53% of the total shares of the Company, cast their votes. Among such shareholders that voted, the voting breakdown for each resolution was as follows:

	For	% For	Against	% Against	Abstain	% Abstain
Approval of Sale	235,165,010	99.81%	41,887	0.02%	389,376	0.17%
Amendment to Article 1.1	222,666,578	94.51%	12,540,319	5.32%	389,376	0.17%
Amendment to Article 22	222,666,578	94.51%	12,540,319	5.32%	389,376	0.17%
Amendment to Article 41	222,666,578	94.51%	12,540,319	5.32%	389,376	0.17%
Amendment to Article 72	222,666,578	94.51%	12,540,319	5.32%	389,376	0.17%

These acceptance levels are sufficient to meet the required voting thresholds and implement each of the resolutions.

The Company has retained Georgeson, Inc. to serve as its information agent and solicitation agent for the Consent Solicitation. Requests for documents should be directed to Georgeson, Inc. at (888) 607-9252 (toll-free) or (781) 575-2137. Questions concerning the Meeting should be directed to the Company at info@emerald-plantation.com.

Emerald Plantation Holdings Limited

26 May 2016