

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

**Supplementary Prospectus dated 2 July 2015**

This is a supplementary prospectus dated 2 July, 2015 prepared by Dongfang Modern Agriculture Holding Group Limited ACN 604 659 270 (**Supplementary Prospectus**) to the Replacement Prospectus dated 30 June 2015.

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

Neither the ASIC nor ASX take any responsibility for the content of this Supplementary Prospectus. A copy of this Supplementary Prospectus was lodged with the ASIC on 2 July 2015.

Amendments to Replacement Prospectus

Pro Forma Historical Balance Sheet in Australian Dollars

There was a typographical error in Table 9.6 on page 60 of the Replacement Prospectus. That table 9.6 is replaced with the following table 9.6. The notes to that table are not amended and remain as set out in the Replacement Prospectus.

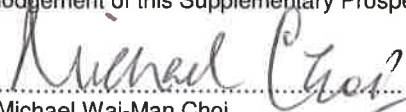
A\$'000	Note	Actual <sup>Note 1</sup>	Minimum Subscription	Maximum Subscription	Minimum Subscription	Maximum Subscription	Minimum Subscription	Maximum Subscription
<b>Current assets</b>								
Cash and cash equivalents	4	0.4	44,977	44,977	32,999	42,648	77,977	87,625
Trade receivables		-	3,655	3,655	-	-	3,655	3,655
Inventories		-	-	-	-	-	-	-
Deposits and prepayments		-	11,819	11,819	-	-	11,819	11,819
Deferred expenses		-	18,594	18,594	-	-	18,594	18,594
<b>Total current assets</b>		<b>0.4</b>	<b>79,045</b>	<b>79,045</b>	<b>32,999</b>	<b>42,648</b>	<b>112,045</b>	<b>121,694</b>
<b>Non-current assets</b>								
Property, plant and equipment		-	145	145	-	-	145	145
Biological assets		-	135,369	135,369	-	-	135,369	135,369
Deferred expenses		-	6,685	6,685	-	-	6,685	6,685
<b>Total non-current assets</b>		-	<b>142,199</b>	<b>142,199</b>	-	-	<b>142,199</b>	<b>142,199</b>
<b>Total assets</b>		<b>0.4</b>	<b>221,244</b>	<b>221,244</b>	<b>32,999</b>	<b>42,648</b>	<b>254,244</b>	<b>263,893</b>
<b>Current liabilities</b>								
Trade payables		-	11,723	11,723	-	-	11,723	11,723
Other payables and accruals		-	109	109	-	-	109	109
Amount due to a shareholder		-	7	7	-	-	7	7
<b>Total current liabilities</b>		-	<b>11,839</b>	<b>11,839</b>	-	-	<b>11,839</b>	<b>11,839</b>
<b>NET ASSETS</b>		<b>0.4</b>	<b>209,405</b>	<b>209,405</b>	<b>32,999</b>	<b>42,648</b>	<b>242,405</b>	<b>252,053</b>
<b>Equity</b>								
Share capital	5	0.4	-	-	36,088	46,201	36,089	46,202
Reserves		-	11,987	11,987	-	-	11,987	11,987
Retained profits	6	-	197,418	197,418	(3,089)	(3,553)	194,329	193,865
<b>TOTAL EQUITY</b>		<b>0.4</b>	<b>209,405</b>	<b>209,405</b>	<b>32,999</b>	<b>42,648</b>	<b>242,405</b>	<b>252,053</b>

**Voluntary Escrow**

In Sections 11.4 and 11.14 of the Replacement Prospectus, it was disclosed that ASIC has made an in-principle decision to grant voluntary escrow relief as described in section 11.14. On 1 July 2015, ASIC issued class order 15/0599 in accordance with that in-principle decision. The effect of the voluntary escrow is set out in section 11.14 of the Replacement Prospectus.

**Directors' Statement**

The Directors have consented to the lodgement of this 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 Supplementary Prospectus with ASIC.

  
Michael Wai-Man Choi

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