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**Nature Home Holding Company Limited**  
**大自然家居控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2083)**

**PROPOSED DECLARATION AND PAYMENT OF  
SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT**

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The Board is pleased to announce that at a meeting of the Board held on 27 May 2016, the Board has recommended the declaration and payment of a Special Dividend of HK\$0.12 per Share out of the Share Premium Account.

As at the date of this announcement, the Company has 1,468,237,990 Shares in issue. Based on the number of issued Shares as at the date of this announcement, the Special Dividend, if declared and paid, will amount to an aggregate amount of approximately HK\$176,189,000 (equivalent to approximately RMB149,015,000).

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Special Dividend out of the Share Premium Account pursuant to Article 134 of the Articles of Association; and

- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Special Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Special Dividend will be paid in cash on or about 21 July 2016 to the Shareholders whose names appear on the register of members of the Company at close of business on 11 July 2016, being the record date for determination of entitlements to the Special Dividend.

**The conditions of the payment of the Special Dividend out of the Share Premium Account cannot be waived. If such conditions are not satisfied, the Special Dividend will not be paid.**

### **EGM**

The EGM will be convened to consider and, if thought fit, to approve the declaration and payment of the Special Dividend out of the Share Premium Account. The vote at the EGM shall be taken by poll. No Shareholder is required to abstain from voting on the ordinary resolution to be proposed at the EGM approving the declaration and payment of the Special Dividend out of the Share Premium Account.

### **DESPATCH OF CIRCULAR**

A circular containing, among other things, (i) details of the proposed declaration and payment of Special Dividend out of the Share Premium Account; and (ii) the notice of the EGM, will be despatched to the Shareholders on or before 10 June 2016.

## **PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT**

The Board is pleased to announce that at a meeting of the Board held on 27 May 2016, the Board has recommended the declaration and payment of a Special Dividend of HK\$0.12 per Share out of the Share Premium Account.

As at the date of this announcement, the Company has 1,468,237,990 Shares in issue. Based on the number of issued Shares as at the date of this announcement, the Special Dividend, if declared and paid, will amount to an aggregate amount of approximately HK\$176,189,000 (equivalent to approximately RMB149,015,000).

Subject to the fulfilment of the conditions set out in the paragraph headed “Conditions of the Payment of Special Dividend out of Share Premium Account” below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles of Association and in accordance with the Cayman Companies Law.

Based on the audited consolidated financial statements of the Company as at 31 December 2015, the amount standing to the credit of the Share Premium Account was approximately RMB1,110,296,000. Following the payment of the Special Dividend, there will be a remaining balance of approximately RMB961,281,000 standing to the credit of the Share Premium Account.

### **Conditions of the Payment of Special Dividend out of Share Premium Account**

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Special Dividend out of the Share Premium Account pursuant to Article 134 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Special Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Special Dividend will be paid in cash on or about 21 July 2016 to the Shareholders whose names appear on the register of members of the Company at close of business on 11 July 2016, being the record date for determination of entitlements to the Special Dividend.

**The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Special Dividend will not be paid.**

### **Reasons for and effect of the payment of Special Dividend out of Share Premium Account**

For the year ended 31 December 2015, the business and operations of the Group have generated positive earnings and cash flow. In addition, it is expected that the Company will realise an estimated net cash inflow of approximately HK\$133,600,000 on the Disposal. The Board considers it appropriate to distribute the Special Dividend in recognition of Shareholders’ support.

The Company is a holding company and a significant part of the Group's business is carried out through operating subsidiaries of the Company at which level earnings are retained. As such, the Company may not have sufficient retained earnings to pay the Special Dividend at the holding company level. In addition, despite the fact that the Company recorded a loss for the year ended 31 December 2015, the loss was mainly due to recognition of the net decrease in fair value of the Group's biological assets which is non-cash in nature and has no effect on the cash flow of the Group.

Having taken into account a number of factors including cash flow and financial condition of the Company, the Board considers it appropriate and proposes that the Special Dividend be paid out of the Share Premium Account in accordance with Article 134 of the Articles of Association and the Cayman Companies Law. The Board considers such an arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Special Dividend will not have any material adverse effect on the financial position of the Group and does not involve any reduction in the authorized or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

### **Closure of Register of Members**

The register of members of the Company will be closed from 7 July 2016 to 11 July 2016 (both days inclusive), for the purpose of determining the entitlements of the Shareholders to the Special Dividend, during which period no transfer of Shares will be effected. In order to qualify for the proposed Special Dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 6 July 2016.

### **EGM**

The EGM will be convened to consider and, if thought fit, to approve the declaration and payment of the Special Dividend out of the Share Premium Account. The vote at the EGM shall be taken by poll. No Shareholder is required to abstain from voting on the ordinary resolution to be proposed at the EGM approving the declaration and payment of the Special Dividend out of the Share Premium Account.

## **DESPATCH OF CIRCULAR**

A circular containing, among other things, (i) details of the proposed declaration and payment of Special Dividend out of the Share Premium Account; and (ii) the notice of the EGM, will be despatched to the Shareholders on or before 10 June 2016.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Nature Home Holding Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited
“Directors”	the directors of the Company
“Disposal”	the disposal of the entire issued share capital of Dynamic Might Limited by the Company to Mr. Se Hok Pan, the chairman and a controlling shareholder of the Company and an executive Director, which constitutes a connected transaction and a discloseable transaction of the Company, details of which are set out in the announcement of the Company dated 19 May 2016
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, to approve the declaration and payment of the Special Dividend out of the Share Premium Account
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of US\$0.001 each in the share capital of the Company
“Share Premium Account”	the share premium account of the Company
“Shareholder(s)”	holder(s) of the Shares
“Special Dividend”	the proposed special dividend of HK\$0.12 per Share as recommended by the Board
“US\$”	United States dollars, the lawful currency of the United States of America

*This announcement contains translations between HK\$ and RMB at the exchange rate of HK\$1.00 = RMB0.84577. The translations are not representations that the HK\$ and RMB amounts can be or could have been converted at the above rate or any other rate or at all.*

By Order of the Board  
**Nature Home Holding Company Limited**  
**Se Hok Pan**  
*Chairman*

Hong Kong, 27 May 2016

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. SE Hok Pan, Mr. LIANG Zhihua, Ms. UN Son I and Mr. SHE Jian Bin, as executive directors; Mr. Homer SUN (with Mr. LAW Wing Cheung Ryan as his alternate) and Mr. TEOH Chun Ming as non-executive directors; Professor LI Kwok Cheung, Arthur, Mr. ZHANG Sen Lin, Mr. CHAN Siu Wing, Raymond and Mr. HO King Fung, Eric as independent non-executive directors.*