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National Agricultural Holdings Limited

國農控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1236)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders of National Agricultural Holdings Limited (“Company”) will be held at Suites 1604-5, Prudential Tower, Harbour City, 21 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 12 June 2014 at 10:00 a.m. for the following purpose:

1. To receive and consider the audited financial statements and the reports of the directors (“Directors”) and the auditors of the Company for the year ended 31 December 2013;
2.
 - (a) To re-elect Mr. Chen Li-Jun as executive Director and to authorise the Directors to fix his remuneration;
 - (b) To re-elect Mr. Ren Hai as executive Director and to authorise the Directors to fix his remuneration;
 - (c) To re-elect Mr. Peng Guojiang as executive Director and to authorise the Directors to fix his remuneration;
 - (d) To re-elect Mr. Zhang Yuliang as executive Director and to authorise the Directors to fix his remuneration;
 - (e) To re-elect Ms. Wen Yuanyi as executive Director and to authorise the Directors to fix her remuneration;
 - (f) To re-elect Ms. Chiu Kam Hing Kathy who has served the Company for more than nine years as independent non-executive Director and to authorise the Directors to fix her remuneration;
 - (g) To re-elect Mr. Ting Tit Cheung as independent non-executive Director and to authorise the Directors to fix his remuneration;

- (h) To re-elect Mr. Shum Wan Lung as independent non-executive Director and to authorise the Directors to fix his remuneration;
 - (i) To re-elect Mr. Law Yee Kwan Quinn as independent non-executive Director and to authorise the Directors to fix his remuneration;
3. To re-appoint the Company's auditors and authorise the board of directors of the Company ("Board") to fix their remuneration.
4. By way of special business, to consider and, if thought fit, pass with or without alterations, the following resolutions as ordinary resolution:

(1) **"That:**

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), the exercise by the Directors during the Relevant Period (as hereafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved.
- (b) The approval paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period.
- (c) The aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (where pursuant to the exercise of options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution).

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for share open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the law of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong applicable to the Company).”

(2) **“That:**

- (a) The exercise by the Directors during the Relevant Period of all powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong and Stock Exchange for such purpose, and otherwise in accordance with the Codes on Takeovers and Mergers and Share Repurchases, the Listing Rules, the articles of association of the Company and all other applicable laws in this regard, be and are hereby generally and unconditionally approved.
- (b) The aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) For the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.”

(3) “**That** the Directors be and are hereby authorised to exercise the authority referred to in paragraph (a) of Resolution No. 4(1) above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

5. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the Shares falling to be issued pursuant to the exercise of the share options which may be granted under the share option scheme (the “**Share Option Scheme**”), a draft of which is tabled at the meeting and signed by the chairman of this meeting for the purpose of identification, representing an amount up to 10 per cent of the issued shares of the Company as at the day on which this resolution is passed (“**General Scheme Limit**”), with effect from the close of business of the day on which this resolution is passed, the Share Option Scheme be and are hereby approved and adopted and the directors of the Company be and are hereby authorised:

(a) to approve any amendments to the rules of the Share Option Scheme as may be acceptable or not objected to by the Stock Exchange;

(b) at their absolute discretion to grant options to subscribe for shares of the Company in accordance with the rules of the Share Option Scheme;

(c) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme provided that the aggregate amount of shares which fall to be allotted and issued pursuant to this authority, together with any issue of shares of the Company upon the exercise of any options granted under any other share option scheme as may from time to time be adopted by the Company or its subsidiaries, shall not exceed the General Scheme Limit; and

(d) to take all such steps as may be necessary, desirable or expedient to carry into effect the Share Option Scheme.”

By order of the Board
National Agricultural Holdings Limited
Chen Li-Jun
Chairman

Hong Kong, 13 May 2014

Registered Office:

P.O. Box 309
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KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong:

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21 Canton Road
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Hong Kong

Notes:

- (a) A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not to be a shareholder of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's Hong Kong branch registrars, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time for holding the meeting or at any adjournment thereof.
- (c) In relation to proposed resolution No. 4 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders of the Company.

As at the date of this notice, the Board of the Company comprises six executive Directors, being Mr. Chen Li-Jun, Mr. Zhang Yanhui, Mr. Ren Hai, Mr. Peng Guojiang, Mr. Zhang Yuliang and Ms. Wen Yuanyi, and five independent non-executive Directors, being Ms. Chiu Kam Hing Kathy, Mr. Tsai Jeng-Yang, Mr. Ting Tit Cheung, Mr. Shum Wan Lung and Mr. Law Yee Kwan Quinn.