



National Agricultural Holdings Limited

國農控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1236)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting convened to 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.

I/We (note a) _____

of _____

being the holder(s) of (note b) _____ shares of HK\$0.025 each of the abovenamed

Company hereby appoint the Chairman of the Meeting or _____

of _____

to act as my/our proxy (note c) at the annual general meeting of the Company to 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. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

		FOR	AGAINST
1.	To receive and consider the audited financial statements and the reports of the directors and 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 to fix their remuneration		
4.	(1) To grant a general mandate to the directors to issue new shares, etc.		
	(2) To grant a general mandate to the directors to repurchase shares, etc.		
	(3) To extend the general mandate granted to the directors to issue new shares, etc.		
5.	To approve the adoption of the share option scheme (the "Share Option Scheme") and authorise the Directors to grant options and to allot, issue and deal with Shares pursuant to the exercise of any option granted thereunder and to take all such acts and enter into all such transactions, arrangements and agreements as they may consider necessary or expedient to implement or give full effect to the Share Option Scheme.		

Dated the _____ day of _____ 2014

Shareholder's signature _____
(notes e, f, g and h)

Notes:

- (a) Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- (b) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (c) A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- (d) If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- (e) In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (f) The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- (g) To be valid, this form of proxy together with any 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 at the offices of the Company's Hong Kong branch share registrar, 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 appointed for holding the meeting or at any adjournment thereof.
- (h) Any alteration made to this form should be initialled by the person who signed the form.