



# 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 extraordinary general meeting convened to be held at Suites 1604-5, Prudential Tower, Harbour City, 21 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 31 December 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 NATIONAL AGRICULTURAL HOLDINGS LIMITED ("Company") hereby appoint the Chairman of the extraordinary general meeting ("EGM") of the Company or \_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy (note c) at the EGM to be held at Suites 1604-5, Prudential Tower, Harbour City, 21 Canton Road, Tsimshatsui, Kowloon, Hong Kong, on Wednesday, 31 December 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).

ORDINARY RESOLUTIONS	FOR	AGAINST
<p>1. "THAT</p> <p>(a) subject to and conditional upon the fulfilment of the conditions in the placing agreement dated 20 November 2014 (as supplemented and amended by a supplemental agreement dated 4 December 2014) entered into among the Company as issuer and CCB International Capital Limited and Convoy Investment Securities Limited as placing agents in relation to the proposed placing ("Placing") of a maximum of 82,928,000 shares of HK\$3.0 each in the capital of the Company ("Placing Shares") ("Placing Agreement") a copy of which is marked "A" and signed by the chairman of the EGM for identification purpose has been tabled at the meeting) the form and substance of the Placing Agreement be and is hereby approved, ratified and confirmed and any one director of the Company ("Director") be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;</p> <p>(b) subject to and conditional upon the fulfilment of the conditions in the subscription agreement dated 20 November 2014 (as supplemented and amended by a supplemental agreement dated 4 December 2014) entered into between the Company as issuer and China Co-Op V (Shanghai) Equity Investment Funds Limited Partnership as subscriber in relation to the proposed subscription of a maximum of 100,000,000 shares of HK\$3.0 each in the share capital of the Company (the "Co-Op Subscription Shares") ("Co-Op Subscription Agreement") a copy of which is marked "B" and signed by the chairman of the EGM for identification purpose has been tabled at the meeting), the form and substance of the Co-Op Subscription Agreement be and is hereby approved, ratified and confirmed and any one Director be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;</p> <p>(c) subject to the fulfilment of the conditions of the Placing Agreement and the Co-Op Subscription Agreement, any one Director be and is hereby authorised to exercise all the powers of the Company and to take all steps as might in his opinion be desirable or necessary in connection with the Placing Agreement and Co-Op Subscription Agreement to, including without limitation, allot and issue the Placing Shares and Co-Op Subscription Shares;</p> <p>(d) all other transactions contemplated under the Placing Agreement and Co-Op Subscription Agreement be and are hereby approved and any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Placing Agreement and the Co-Op Subscription Agreement, the allotment and issue of the Placing Shares and Co-Op Subscription Shares and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and</p> <p>(e) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares and Co-Op Subscription Shares, the unconditional specific mandates granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Placing Shares and Co-Op Subscription Shares pursuant to the Placing Agreement and Co-Op Subscription Agreement be and are hereby confirmed and approved."</p>		

ORDINARY RESOLUTIONS	FOR	AGAINST
<p>2. "THAT</p> <p>(a) subject to and conditional upon the fulfilment of the conditions in the subscription agreement dated 20 November 2014 (as supplemented and amended by a supplemental agreement dated 4 December 2014) entered into between the Company as issuer and Parko (Hong Kong) Limited as subscriber in relation to the proposed subscription of a maximum of 192,074,400 shares of HK\$3.0 each in the share capital of the Company (the "Parko Subscription Shares") ("Parko Subscription Agreement") a copy of which is marked "C" and signed by the chairman of the EGM for identification purpose has been tabled at the meeting), the form and substance of the Parko Subscription Agreement be and is hereby approved, ratified and confirmed and any one Director be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;</p> <p>(b) subject to the fulfilment of the conditions of the Parko Subscription Agreement, any one Director be and are hereby authorised to exercise all the powers of the Company and to take all steps as might in his opinion be desirable or necessary in connection with the Parko Subscription Agreement to, including without limitation, allot and issue the Parko Subscription Shares;</p> <p>(c) all other transactions contemplated under the Parko Subscription Agreement be and are hereby approved and any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Parko Subscription Agreement, the allotment and issue of the Parko Subscription Shares and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and</p> <p>(d) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Parko Subscription Shares, the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Parko Subscription Shares pursuant to the Parko Subscription Agreement be and is hereby confirmed and approved."</p>		

Date: 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. The name of all joint holders should be stated.
- 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 EGM as your proxy, please delete the words "the Chairman of the extraordinary general meeting ("EGM") of the Company or" and insert the name and address of the person appointed proxy in the space provided.
- d. If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". 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, 17M 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.