



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, 13 May 2015 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, 13 May 2015 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
1. To approve, confirm and ratify the Placing Agreement (as defined in the circular of the Company dated 27 April 2015 (“Circular”)) and all the transactions contemplated thereunder and the creation and issue of the Placing Warrants (as defined in the Circular); to grant the specific mandate for allotment and issue of the Placing Warrant Shares (as defined in the Circular) to the directors of the Company; and to authorize any one director of the Company to do all things necessary for implementation thereof.		
2. To approve, confirm and ratify the Subscription Agreement (as defined in the Circular) and all the transactions contemplated thereunder and the creation and issue of the Subscription Warrants (as defined in the Circular); to grant the specific mandate for allotment and issue of the Subscription Warrant Shares (as defined in the Circular) to the directors of the Company; and to authorize any one director of the Company to do all things necessary for implementation thereof.		

Date: the _____ day of _____ 2015 Shareholder’s signature: _____
(*notes e, f, g and h*)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- 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).
- 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.
- 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.
- 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.
- 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.
- 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.
- Any alteration made to this form should be initialled by the person who signed the form.