

NUTRYFARM INTERNATIONAL LIMITED

(Incorporated in Bermuda)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a SPECIAL GENERAL MEETING (“**SGM**”) of Nutryfarm International Limited (the “**Company**”) will be convened on 24 June 2016 at 2:00p.m. at Maxwell Chambers Pte Ltd, Medium Room Level 3, 32 Maxwell Road, #03-01, Singapore 069115, for the purpose of considering and, if thought fit, passing with or without any modifications the following Ordinary Resolution:-

ORDINARY RESOLUTION 1 – APPROVAL OF THE PROPOSED ACQUISITION

That approval be and is hereby given:

- (a) for the acquisition of 45% of the share capital of Nutryfarm Biomedicine International Limited by the Company from Nutryfarm Biomedicine Holdings Co. Ltd. for an aggregate purchase consideration of up to RMB61,000,000 in accordance with the terms and conditions of the sale and purchase agreement dated 15 February 2016 entered into between the Company and Nutryfarm Biomedicine Holdings Co. Ltd.; and
- (b) to the Directors of the Company to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purposes of giving effect to the Proposed Acquisition.

(All capitalized terms used and not defined herein shall have the meanings ascribed to them in the circular to Shareholders dated 6 June 2016)

BY ORDER OF THE BOARD

PAUL GAO XIANGNONG

Executive Director and Chief Executive Officer

6 June 2016

Notes: -

1. A Depositor registered and holding Shares through the Central Depository (Pte) Limited (“**CDP**”) whose name is shown in the CDP’s records as at a time not earlier than forty-eight (48) hours before the time appointed for the SGM, may attend as CDP’s proxies. A Depositor who is an individual and who wishes to attend the SGM in person need not take any further action and can attend and vote at the SGM without the lodgement of any proxy form.
2. A Depositor registered and holding shares through the CDP who is an individual but is unable to attend the SGM personally and wishes to appoint a proxy/proxies to attend and vote on his/her behalf must complete, sign and return the depository proxy form which is despatched together with this Notice of SGM (the “**Depositor Proxy Form**”) in accordance with the instructions printed thereon and deposit the duly completed Depositor Proxy Form at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, no later than 2.00 p.m. (Singapore Time) on 22 June 2016. Similarly, a Depositor who is a corporation and who wishes to attend the SGM must complete, sign and return the Depositor Proxy Form for the appointment of nominee(s) to attend and vote at the SGM on its behalf in accordance with the instructions printed thereon and deposit the duly completed Depositor Proxy Form at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, no later than 2.00 p.m. (Singapore Time) on 22 June 2016.
3. If a Shareholder who is not a Depositor is unable to attend the SGM and wishes to appoint a proxy to attend and vote at the SGM on his/her behalf, then he/she should complete, sign and return the shareholder proxy form (the “**Shareholder Proxy Form**”) as attached in the Circular in accordance with the instructions printed thereon and deposit the duly completed Shareholder Proxy Form at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, no later than 2.00 p.m. (Singapore Time) on 22 June 2016. Such proxy need not be a member of the Company.
4. The completion and return of the Depositor Proxy Form or the Shareholder Proxy Form will not prevent him/her from attending and voting in person at the SGM if he/she wishes to do so, in place of his/her proxy.