



AgriNurture Inc.

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15 November 2010

PHILIPPINE STOCK EXCHANGE, INC.

Philippine Stock Exchange Center
Exchange Road, Ortigas Center
Pasig City, Metro Manila

Attention : **MS. JANET A. ENCARNACION**
Head, Disclosure Department

MS. CHRISTINA MARIE C. FORTES
Specialist, Disclosure Department

Subject : **Issuance of Primary Shares**

Gentlemen:

We refer to your letter dated 12 November 2010 which requested for additional information on the subscription of the following investors (the "Investors") to an aggregate amount of 16,065,995 primary common shares at P13.39 per share:

Name	No. of Shares
Southern Field Limited (BVI)	6,597,906
Jian Cheng Cai	5,000,000
Mark Kenneth O. Duca	1,468,089
Jose Marie E. Fabella	3,000,000

In compliance with the foregoing request, we are providing the following additional information:

1. *Date of Approval of the Company's Board of Directors of the transactions*

The subscription for and issuance of (i) the 16,065,995 primary shares for cash was approved and ratified by the Company's Board of Directors on 9 November 2010.

2. *Rationale for the Transactions, Use of Proceeds*

In exchange for the issuance of the 16,065,995 primary shares, the Company received cash in the aggregate amount of Php 215,123,673.05. The fresh capital shall be used as part of the Company's working capital that would augment the funding requirements of its daily operations.

3. *Basis of Issue Price and Terms of Payment*

The issue price of Php13.39 represents a 10% discount on the 5-day average closing prices of the Company's shares in the Philippine Stock Exchange on November 3,4,5,8 and 9, 2010. The issue price was fully paid by the Investors.

4. Timetable for the Effectivity of the Transactions

Subscription Agreements for the 16,065,995 primary shares were executed and thus took effect on 9 November 2010.

5. Nature and Extent of any Material Relationship among the Corporation, its Directors/Officers or any of its Affiliates

Investor	Relationship
Southern Field Limited (BVI)	No material relation to the Company, its directors, officers or its affiliates
Jian Cheng Cai	No material relation to the Company, its directors, officers or its affiliates
Mark Kenneth O. Duca	No material relation to the Company, its directors, officers or its affiliates
Jose Marie E. Fabella	No material relation to the Company, its directors, officers or its affiliates

6. Changes in the Capital Structure

	Before	After
Authorized Shares	300,000,000	300,000,000
Outstanding Shares	201,927,124	217,993,119
Issued Shares	201,927,124	217,993,119
Listed Shares	195,303,871	195,303,871

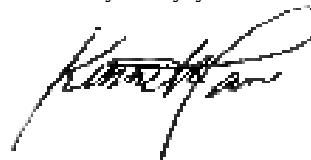
7. There are no conditions precedent before the closing of the transaction.

8. Relative to the above transactions, no other information is deemed necessary to enable investors to make informed decisions.

We trust that you will find the foregoing in order.

With our best regards.

Very truly yours,



KENNETH S. TAN
CIO