



**AgriNurture, Inc.**

54 National Road, Dampol II- A, Pulilan, Bulacan 3005, Philippines

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## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

### TO ALL STOCKHOLDERS:

NOTICE is hereby given that the Annual Meeting of Stockholders of Agrinurture, Inc. (the "Corporation") will be held on 19 July 2018 at 10:30 AM at its principal office located at No. 54 National Road, Dampol II-A, Pulilan, Bulacan. The agenda for the said meeting shall be as follows:

1. CALL TO ORDER
2. CERTIFICATION OF NOTICE AND DETERMINATION OF QUORUM
3. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING
4. ANNUAL REPORT BY THE CEO
5. RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT ADOPTED DURING THE PREVIOUS YEAR
6. APPROVAL OF THE ACQUISITION OF ADDITIONAL 2% INTEREST IN ZONGSHAN FUCANG TRADE CO., LTD.
7. ISSUANCE AND LISTING OF UP TO 1,937,400 PRIMARY SHARES IN FAVOR OF YANGTZE CORPORATION
8. ISSUANCE AND LISTING OF UP TO 29,653,350 PRIMARY SHARES IN FAVOR OF A.R.C ESTATE AND PROJECT CORP.
9. ISSUANCE AND LISTING OF UP TO 16,666,666 PRIMARY SHARES IN FAVOR OF A.R.C ESTATE AND PROJECT CORP.
10. ISSUANCE AND LISTING OF UP TO 22,780,028 PRIMARY SHARES IN FAVOR OF GOONIES CO., LTD.
11. INCORPORATION OF ANI JAPAN LTD.
12. ISSUANCE AND LISTING OF UP TO 18,620,670 PRIMARY SHARES IN FAVOR OF PPARR MANAGEMENT AND HOLDINGS CORPORATION
13. ISSUANCE AND LISTING OF WARRANTS TO EXISTING SHAREHOLDERS
14. ISSUANCE AND LISTING OF TEN MILLION (10,000,000) STOCK WARRANTS IN FAVOR OF ANI EMPLOYEES CREDIT COOPERATIVE
15. ISSUANCE AND LISTING OF STOCK WARRANTS IN FAVOR OF CURRENT DIRECTORS
16. CONFIRMATION OF THE APPROVAL OF THE INCREASE IN THE AUTHORIZED CAPITAL STOCK AND AUTHORITY TO CONDUCT STOCK RIGHTS OFFERING
17. ISSUANCE AND LISTING OF UP TO 53,097,796 PRIMARY SHARES IN FAVOR OF ALCIONE FAMILY OFFICE SERVICES CO., LTD.
18. APPROVAL OF THE SUBSCRIPTION OF EARTHRIGHT HOLDINGS, INC. OF UP TO TWO HUNDRED FIFTY MILLION (250,000,000) COMMON SHARES TO THE INCREASE IN THE AUTHORIZED CAPITAL STOCK OF THE CORPORATION
19. ISSUANCE AND LISTING OF UP TO 5,772,006 PRIMARY SHARES IN FAVOR OF GOLD FRESH LIMITED
20. ISSUANCE AND LISTING OF TEN MILLION (10,000,000) STOCK WARRANTS IN FAVOR OF ANI FOUNDATION
21. AMENDMENT OF THE SIXTH ARTICLE OF THE AMENDED ARTICLES OF INCORPORATION

22. AMENDMENT OF ARTICLE 4(D) OF THE AMENDED MANUAL ON CORPORATE GOVERNANCE
23. APPROVAL, CONFIRMATION AND RATIFICATION OF THE ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017.
24. ELECTION OF DIRECTORS
25. APPOINTMENT OF EXTERNAL AUDITOR
26. CONSIDERATION OF SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING
27. ADJOURNMENT

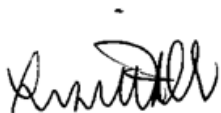
The Organizational Meeting of the new Board of Directors will be held immediately after the Annual Stockholders' Meeting.

By resolution of the Board of Directors, the close of business on 20 June 2018 has been fixed as the record date for the determination of the stockholders entitled to notice of such meeting and any adjournment thereof, and to attend and vote thereat.

All stockholders who will not, are unable, or do not expect to attend the meeting in person are urged to fill in, date, sign and return the enclosed proxy to the Corporation, at its principal office at No. 54 National Road, Dampol II-A, Pulilan, Bulacan. The proxy need not be a shareholder. A stockholder entitled to cast two (2) or more votes may appoint two (2) proxies and must specify the proportion of votes each proxy is appointed to exercise. All proxies must be received on or before 13 July 2018. Proxies received after the said deadline will not be recorded. Corporate stockholders are requested to attach to the proxy instrument the secretary's certificate containing the Board Resolution vis-à-vis the authority of the proxy(ies). Validation of proxy (ies) shall be held on 17 July 2018 at 2 PM at the Company's principal office. Management is not asking you for a proxy nor is it requesting you to send a proxy in its favor.

For convenience in registering your attendance, please bring your identification Card containing your picture and signature and present the same at the registration desk. Registration shall start at 9:00 in the morning.

Very truly yours,



**LISETTE M. ARBOLEDA**  
Corporate Secretary/Compliance  
Officer/Corporate Information Officer

We are not soliciting your proxy. However, if you would be unable to attend the meeting but would like to be represented thereat, you may accomplish the proxy form herein and submit the same to the office of the Corporate Secretary at No. 54 Dampol II-A, National Road, Pulilan, Bulacan, Philippines. All proxies should be received on or before 19 June 2017 at 4:00 PM at the Office of the corporate Secretary. For partnerships, corporations and associations, the proxies should be accompanied by a Secretary's Certificate on the appointment or designations of the proxy/representative and authorized signatories.

PROXY

I/WE hereby name and appoint \_\_\_\_\_ or in his/her absence, the Chairman of the meeting as my/our proxy at the Annual Stockholders' Meeting of Agrinurture, Inc. to be held at No. 54 National Road, Dampol IIA, Pulilan, Bulacan, Philippines on 19 July 2018 at 10:30 AM and at any postponement or adjournment thereof.

Place/Date : \_\_\_\_\_

Name of Shareholder : \_\_\_\_\_

Signature : \_\_\_\_\_

Number of Shares : \_\_\_\_\_

Witness : \_\_\_\_\_