



AgriNurture, Inc.

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

Telefax: (632)299.8305 • www.ani.com.ph

Manila Office: (632) 879.3256 / (632) 879.3135 • Fax (632) 879.3215

22 March 2012

PHILIPPINE STOCK EXCHANGE, INC.

3rd Floor, Philippine Stock Exchange Plaza

Ayala Triangle, Ayala Avenue

Makati City, Metro Manila

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

MS. SHEENA H. PEDRIETA
Specialist, Disclosure Department

Subject : **Notice and Agenda, Proxy Form**

Gentlemen:

Attached is a copy of the (i) Notice and Agenda, and (ii) Proxy Form pertaining to the Annual Stockholders' Meeting on 21 May 2012 submitted to the Securities and Exchange Commission (SEC) today in connection with the SEC's review of the Company's Preliminary Information Statement (SEC Form 20-IS).

We trust that you find the foregoing in order.

With our best regards,

JENNIFER T. ONG
Asst. Information Officer
Asst. Corporate Secretary



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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO ALL STOCKHOLDERS:

NOTICE is hereby given that the Annual Meeting of Stockholders of AgriNuture, Inc. (the "Company") will be held on 21 May 2012, Monday, at 2:30 in the afternoon 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 Previous Meeting
4. Annual Report
5. Ratification of All Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year
6. Amendment of Article VI of the Amended Articles of Incorporation Increasing the Number of Independent Directors to Three (3) of the Eleven (11) Directors
7. Amendment of Article VII of the Amended Articles of Incorporation Increasing the Authorized Capital Stock from P1 Billion to P2 Billion
[NOTE: This Agenda requires prior approval of the Board of Directors which must be given prior to 17 April 2012.]
8. Amendment of Articles II, III, IV and VII of the Amended By-laws Reflecting the Changes in the Approval Requirement for Certain Corporate Acts
9. Waiver of the listing requirement of the Philippine Stock Exchange to conduct a rights or public offering of the primary shares issued pursuant to the Investment Agreement
10. Stock Option Plan pursuant to the Investment Agreement
11. Declaration of 20% stock dividends
[NOTE: This Agenda requires prior approval of the Board of Directors which must be given prior to 17 April 2012 but not earlier than 6 April 2012.]
12. Election of Directors
13. Other Matters
14. Consideration of Such Other Business as May Properly Come Before the Meeting
15. 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 2 May 2012 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 Company, at its principal office at No. 54 National Road, Dampol II-A, Pulilan, Bulacan. The proxy need not be a shareholder. A stockholder who is 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 16 May 2012. Proxies received after the said deadline will not be recorded. Corporate stockholders are requested to attach to the proxy instrument their respective Secretary's Certificates containing the Board Resolution vis-à-vis the authority of the proxy(ies). Validation of proxy(ies) shall be held on 17 May 2012 at 2:30 p.m. 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 1:30 p.m.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Jennifer T. Ong', written in a cursive style.

JENNIFER T. ONG

Asst. Information Officer

Asst. Corporate Secretary

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 16 May 2012 at 2:30 p.m. at the Office of the Corporate Secretary. For partnerships, companies and associations, the proxies should be accompanied by a Secretary's Certificate on the appointment or designations of the proxy/representative and authorized signatories.

P R O X Y

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 Monday, 21 May 2012 at 2:30 o'clock in the afternoon and at any postponement or adjournment thereof.

Place/Date : _____

Name of Shareholder : _____

Signature : _____

Number of Shares : _____

Witness : _____