



# Shen Nong China (Group) Limited 神農中國(集團)有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8175)

## FORM OF PROXY

**Form of proxy for use by shareholders at the extraordinary general meeting of Shen Nong China (Group) Limited to be held at Unit 1601, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Monday, 16 June 2008 at 11:00 a.m. and at any adjournment thereof.**

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
\_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ (note b) share(s)  
of HK\$0.05 each in the capital of Shen Nong China (Group) Limited (the "Company") hereby appoint the chairman of the  
extraordinary general meeting or \_\_\_\_\_  
of \_\_\_\_\_  
\_\_\_\_\_ to act as my/our proxy (note c) to attend  
and vote on my/our behalf at the extraordinary general meeting of the Company to be held at Unit 1601, Ruttonjee House,  
Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Monday, 16 June 2008 at 11:00 a.m. and at any adjournment  
thereof (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company)  
as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your proxy to vote (notes d and e).

Ordinary Resolution	For	Against
To approve the Agreement and transactions contemplated thereunder including but not limited to the issue of the First Convertible Bond, the Second Convertible Bond and the Extra Convertible Bond		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2008

Shareholder's signature \_\_\_\_\_ (note h)

### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) registered in your name(s) in respect of which you wish this form of proxy to represent. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
- A proxy need not be a shareholder of the Company, but must attend the extraordinary general meeting in person to represent you. You are entitled to appoint a proxy of your own choice. If you wish to appoint some person other than the chairman of the extraordinary general meeting as your proxy, please delete the words "the chairman of the extraordinary general meeting or" and insert the full name and address of the proxy desired in the space provided. Any changes should be initialed.
- A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and subject to the articles of association of the Company, to vote on his behalf at the extraordinary general meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- On a show of hands, every shareholder of the Company who is present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote, and on a poll, every shareholder who is present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every share of which he is the holder which is fully paid or credited as fully paid.
- If you wish to vote for the resolution, please tick ("✓") in the box marked "For". If you wish to vote against the resolution, please tick ("✓") in the box marked "Against". If this form of proxy returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution. A proxy will also be entitled to vote or abstain at his discretion on any resolution (or amendment thereto) properly put to the extraordinary general meeting other than those set out in the notice convening the extraordinary general meeting.
- In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the extraordinary general meeting, whether in person or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This 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 branch share registrar and transfer office of the Company in Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting at the extraordinary general meeting if you so wish. In the event that you attend the extraordinary general meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.