



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 January 2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Chaoda Modern Agriculture (Holdings) Limited

Date Submitted 1 February 2012

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | | | |
|-------------------------------------|----------------------|---------------|---------------------------|-------------------------------|-------------------------------------------------|
| (1) Stock code : | <u>682</u> | Description : | <u>Ordinary Shares</u> | | |
| | | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | <u>5,000,000,000</u> | | <u>HK\$0.10</u> | <u>HK\$500,000,000</u> | |
| Increase/(decrease) | <u>Nil</u> | | <u>Nil</u> | <u>Nil</u> | |
| Balance at close of the month | <u>5,000,000,000</u> | | <u>HK\$0.10</u> | <u>HK\$500,000,000</u> | |

| | | | | | |
|-------------------------------------|------------|---------------|---------------------------|-------------------------------|-------------------------------------------------|
| (2) Stock code : | <u>N/A</u> | Description : | <u>N/A</u> | | |
| | | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | <u>N/A</u> | | <u>N/A</u> | <u>N/A</u> | |
| Increase/(decrease) | <u>N/A</u> | | <u>N/A</u> | <u>N/A</u> | |
| Balance at close of the month | <u>N/A</u> | | <u>N/A</u> | <u>N/A</u> | |

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No. of preference shares | No. of other classes of shares |
|--------------------------------------------------|------------------------|-----|--------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | 3,291,302,491 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | Nil | N/A | N/A | N/A |
| Balance at close of the month | 3,291,302,491 | N/A | N/A | N/A |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------------------------------------------------------------------------------------|---------------------------|-----------|-----------|--------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Exercise price HK\$1.50 | | | | | | |
| (19 / 06 / 2002) ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | 66,339,000 |
| 2. Exercise price HK\$2.279 | | | | | | |
| (19 / 06 / 2002) ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | 246,940 |
| 3. Exercise price HK\$2.935 | | | | | | |
| (19 / 06 / 2002) ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | 1,053,000 |

To be Continued

III. Details of Movements in Issued Share Capital (Continued)

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------------------------------------------------------------------------------------|---------------------------|-----------|-----------|--------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 4. Exercise price HK\$2.802 | | | | | | |
| (19 / 06 / 2002) ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | 691,288 |
| 5. Exercise price HK\$3.837 | | | | | | |
| (19 / 06 / 2002) ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | 27,299,990 |
| 6. Exercise price HK\$3.846 | | | | | | |
| (19 / 06 / 2002) ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | 3,992,370 |
| 7. Exercise price HK\$6.43 | | | | | | |
| (19 / 06 / 2002) ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | 71,450,000 |
| (/ /) (Note 1) | | | | | | |
| Total A. (Ordinary shares) | | | | | Nil | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | Nil | | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------------------------------------|---------------------------------|-------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 3. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| | | | | Total B. (Ordinary shares) | N/A | |
| | | | | (Preference shares) | N/A | |
| | | | | (Other class) | N/A | |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------------------------------------|----------------------------------|------------------------------------|----------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. 3.7% Secured Guaranteed Convertible Bonds due 2015 | US\$ | US\$200 million | Nil | US\$200 million | Nil | 191,920,987 (subject to adjustment) |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Conversion price | HK\$8.10 (subject to adjustment) | | | | | |
| AGM approval date (if applicable) (dd/mm/yyyy) | (27/11/2009) | | | | | |
| 2. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| Total C. (Ordinary shares) | | | | | Nil | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including AGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. Call Options Strike Price : HK\$7.9065 per share (subject to adjustment) (27/11/2009) Ordinary shares (<i>Note 1</i>) | Nil | 103,300,000 (subject to adjustment) |
| 2. N/A (/ /) shares (<i>Note 1</i>) | | |
| 3. N/A (/ /) shares (<i>Note 1</i>) | | |
| Total D. (Ordinary shares) (Preference shares) (Other class) | Nil N/A N/A | |

Other Movements in Issued Share Capital

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. | Rights issue | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> <u>N/A</u> |
| 2. | Open offer | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> <u>N/A</u> |
| 3. | Placing | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> <u>N/A</u> |
| 4. | Bonus issue | | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> <u>N/A</u> |

For Main Board and GEM listed issuers

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 5. | Scrip dividend | At price : State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |
| 6. | Repurchase of shares | | Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |
| 7. | Redemption of shares | | Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |
| 8. | Consideration issue | At price : State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |

For Main Board and GEM listed issuers

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 9. Capital reorganisation | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> <u>N/A</u> |
| 10. Other (Please specify) | At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> <u>N/A</u> |
| | | Total E. (Ordinary shares) | <u>N/A</u> |
| | | (Preference shares) | <u>N/A</u> |
| | | (Other class) | <u>N/A</u> |

| | | |
|----------------------------------------------------------------------------------------------------|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | <u>Nil</u> |
| | (2) | <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | <u>N/A</u> |

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

