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CHAODA MODERN AGRICULTURE (HOLDINGS) LIMITED

超大現代農業（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 682)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Chaoda Modern Agriculture (Holdings) Limited (the “**Company**”) will be held at Lounge, M/F., Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Thursday, 17 December 2015 at 11:15 a.m. (or immediately after the conclusion of the Adjourned 2011 Annual General Meeting of the Company to be held at the same venue and on the same date) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of directors and the auditors of the Company for the financial year ended 30 June 2012.
2. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of directors and the auditors of the Company for the financial year ended 30 June 2013.
3. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of directors and the auditors of the Company for the financial year ended 30 June 2014.
4. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of directors and the auditors of the Company for the financial year ended 30 June 2015.
5. (A) To re-elect Mr. Kwok Ho as an executive director of the Company.
(B) To re-elect Mr. Fung Chi Kin as an independent non-executive director of the Company.

- (C) To re-elect Mr. Tam Ching Ho as an independent non-executive director of the Company.
 - (D) To re-elect Mr. Chan Yik Pun as an independent non-executive director of the Company.
6. To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the board of directors of the Company (the “**Board**”) to fix their remuneration.
7. To consider and, if thought fit, pass with or without amendments the following ordinary resolution:

“ **THAT**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase or otherwise acquire shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the Shares which are authorised to be bought back pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

AS SPECIAL BUSINESS

8. “**THAT** conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares falling to be allotted and issued pursuant to the share option scheme (the “**New Share Option Scheme**”), the terms of which are set out in the document marked “A” which has been produced to the Annual General Meeting and signed by the chairman of the Annual General Meeting for the purpose of identification, the rules of the New Share Option Scheme be and are hereby approved and adopted and the Board be and is hereby authorised to grant options and to allot, issue and deal with the Shares pursuant to the exercise of any option granted thereunder and to take all such steps as the Board may consider necessary or expedient to implement the New Share Option Scheme.”

By Order of the Board
Chaoda Modern Agriculture (Holdings) Limited
Kwok Ho
Chairman

Hong Kong, 18 November 2015

Notes:

- 1. Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy needs not be a member of the Company.*
- 2. To be valid, a form of proxy for the Annual General Meeting, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the principal office of the Company in Hong Kong at Room 2705, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.*
- 3. Where there are joint registered holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint registered holders are present at the Annual General Meeting personally or by proxy, then one of the registered holders so present whose name stands first on the register of members of the Company in respect of such Share,*

or his proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.

- 4. At the Annual General Meeting, the chairman of the Annual General Meeting will exercise his power under Article 80 of the articles of association of the Company to put any resolution to be considered at the meeting to a vote by way of poll as required under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The poll result will be published on the websites of the Company and the Stock Exchange in accordance with the Listing Rules.*
- 5. As regards the resolution in No. 5 of this notice, biographical details of the retiring directors proposed for re-election are set out in the Appendix I to the circular of the Company dated 18 November 2015 (the “**Circular**”). Further information in relation to the resolutions in No.7 and No. 8 of this notice are provided in Appendix II and Appendix III respectively to the Circular.*

As of the date hereof, the board of directors of the Company comprises:

Executive directors : Mr. Kwok Ho, Dr. Li Yan, Ms. Huang Xie Ying, Mr. Kuang Qiao and Mr. Chen Jun Hua

Non-executive director : Mr. Ip Chi Ming

Independent non-executive directors : Mr. Fung Chi Kin, Mr. Tam Ching Ho, Professor Lin Shun Quan and Mr. Chan Yik Pun