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Terms used herein shall have the same meaning as those defined in the prospectus dated 5th December, 2000 issued by Chaoda Modern Agriculture (Holdings) Limited (the “Company”).



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)

Placing and Public Offer

Number of Offer Shares	:	400,000,000 Shares (subject to Over-allotment Option)
Number of Placing Shares	:	360,000,000 Shares (subject to adjustment)
Number of Public Offer Shares	:	40,000,000 Shares (subject to adjustment)
Offer Price	:	not more than HK\$1.63 per Share, payable in full on application, subject to refund

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Par value : HK\$0.10 each

Stock Code : 682

Global Coordinator, Lead Manager and Sponsor



Co-Lead Manager

BOCI Asia Limited

Co-Managers

The Bank of East Asia, Limited

CEF Capital Limited

Ka Wah Capital Limited

KGI Asia Limited

Shenyin Wanguo Capital (H.K.) Limited

Sun Hung Kai International Limited

Tai Fook Securities Company Limited

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the shares of HK\$0.10 each (the “Shares”) in the capital of Chaoda Modern Agriculture (Holdings) Limited (the “Company”) in issue and to be issued as described in the prospectus of the Company dated 5th December, 2000 (the “Prospectus”) and the relevant application forms relating thereto, including any Shares which may be issued pursuant to the exercise of any options granted under the share option scheme of the Company as described in the Prospectus. Dealings in the Shares on the Stock Exchange are expected to commence at 10:00 a.m. on 15th December, 2000. Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange and the compliance with the stock admission requirements of Hongkong Clearing, the Shares will be accepted as eligible securities by Hongkong Clearing for deposit, clearance and settlement in the Central Clearing and Settlement

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System (“CCASS”) with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date Hongkong Clearing chooses. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The issue of 400,000,000 Shares comprises an offer (the “Public Offer”) of initially 40,000,000 Shares (the “Public Offer Shares”) to the public in Hong Kong and a placing (the “Placing”) of initially 360,000,000 Shares to selected professional and institutional and other investors (the Public Offer and the Placing, collectively referred to herein as the “Share Offer”). The Public Offer Shares available for subscription by the public under the Public Offer will be divided equally into two pools: pool A and pool B for allocation purposes. The Public Offer Shares in pool A will consist of not less than 20,000,000 Shares and will be allocated on an equitable basis to applicants who have applied for Public Offer Shares with a total subscription and purchase amount (excluding amounts of brokerage and Stock Exchange transaction levy) of HK\$5 million or less. The Public Offer Shares in pool B will consist of not less than 20,000,000 Shares and will be allocated on an equitable basis only to successful applicants who have applied for Public Offer Shares with a total subscription and purchase amount (excluding brokerage and Stock Exchange transaction levy) of more than HK\$5 million and up to the total value of pool B. You should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If Public Offer Shares in one pool (but not both pools) are undersubscribed, the surplus Public Offer Shares will be transferred to the other pool to satisfy excess demand in that pool and be allocated accordingly. Applicants can only receive an allocation of Public Offer Shares from either pool A or pool B but not from both pools and can only make applications to either pool A or pool B. It should be noted that multiple or suspected multiple applications or any application made by one applicant on a **WHITE** or **YELLOW** application form for more than 100% of the Public Offer Shares initially available in either pool A or pool B to the public will be rejected and only one application on a **WHITE** or **YELLOW** application form may be made for the benefit of any person. Applications for Shares under the Public Offer will be rejected if the applicants have been allotted with Shares under the Placing.

The Share Offer is conditional on the conditions as stated in the paragraph headed “Conditions of the Share Offer” in the section headed “Structure of the Share Offer” in the Prospectus. If the conditions are not fulfilled on or before 4th January, 2001, application monies received from applicants under the Public Offer will be refunded, without interest, on the terms set out under the paragraph headed “Refund of your money” in the application forms.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related application forms. Applicants who would like the Public Offer Shares to be issued in their own names should complete and sign the **WHITE** application forms. Applicants who would like Public Offer Shares to be issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock account or the stock account of your designated CCASS Participant.

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The designated CCASS Participant should complete and sign the **YELLOW** application forms, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 5th December, 2000 until 12:00 noon on Friday, 8th December, 2000 at the Service Counter of Hongkong Clearing at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong or its Investor Service Centre at Room 1901, Chinachem Exchange Square, 1 Hoi Wan Street, Quarry Bay, Hong Kong.

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WHITE application forms, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 5th December, 2000 until 12:00 noon on Friday, 8th December, 2000 from:

1. any participants of **The Stock Exchange of Hong Kong Limited** ;
2. **ICEA Capital Limited**, 42nd Floor, Jardine House, 1 Connaught Place, Central, Hong Kong;
3. **BOCI Asia Limited**, 35th Floor, Bank of China Tower, 1 Garden Road, Hong Kong;
4. **The Bank of East Asia, Limited**, 8th Floor, Bank of East Asia Building, 10 Des Voeux Road, Central, Hong Kong
5. **CEF Capital Limited**, Suite 2001, 20th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong
6. **Ka Wah Capital Limited**, Unit 6310-6312, 63rd Floor, The Center, 99 Queen's Road Central, Hong Kong
7. **KGI Asia Limited**, 27th Floor, Asia Pacific Finance Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong
8. **Shenyin Wanguo Capital (H.K.) Limited**, 28th Floor, Citibank Tower, Citibank Plaza, 3 Garden Road, Hong Kong
9. **Sun Hung Kai International Limited**, 12th Floor, One Pacific Place, 88 Queensway, Hong Kong
10. **Tai Fook Securities Company Limited**, 25th Floor, New World Tower, 16-18 Queen's Road Central, Hong Kong
11. any one of the following branches of Standard Chartered Bank and Industrial and Commercial Bank of China (Asia) Limited:

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Standard Chartered Bank

Hong Kong Island:	The Landmark Branch	The Landmark, 15 Queen's Road Central
	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A Des Voeux Road Central
	CIG Building Branch	Shop B, Ground Floor, CIG Building, 141 Des Voeux Road Central
	Leighton Centre Branch	Shop 12-16, Upper Ground Floor Leighton Centre, 77 Leighton Road, Causeway Bay
	Taikoo Place Branch	Ground Floor, 969 King's Road, Quarry Bay
	North Point Centre Branch	284 King's Road, North Point
Kowloon:	Mongkok Bank Centre Branch	Bank Centre, 630-636 Nathan Road, Mongkok
	Tsimshatsui Branch	10 Granville Road, Tsimshatsui
	Cheung Sha Wan Branch	828 Cheung Sha Wan Road, Cheung Sha Wan
	Kwun Tong Branch	88-90 Fu Yan Street, Kwun Tong
New Territories:	Tsuen Wan Branch	Basement 1/F, Emperor Plaza, 263 Sha Tsui Road, Tsuen Wan

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**Industrial and Commercial
Bank of China (Asia)
Limited**

Hong Kong Island:	Central Branch	ICBC Tower, 122-126 Queen's Road Central, Hong Kong
	Sheung Wan Branch	152-154 Connaught Road Central, Hong Kong
	Wanchai Branch	117-123 Hennessy Road, Wanchai, Hong Kong
	Causeway Bay Branch	8 Causeway Road, Causeway Bay, Hong Kong
Kowloon:	Tsimshatsui Branch	33-35 Chatham Road, Kowloon
	Mongkok Branch	777 Nathan Road, Kowloon
	Shamshuipo Branch	302-304 Lai Chi Kok Road, Kowloon
New Territories:	Kwai Chung Branch	Unit G02, Tower A, Regent Centre, 63 Wo Yi Hop Road, Kwai Chung, N.T.

Both **WHITE** and **YELLOW** application forms completed in all respects (to which cheques or banker's cashier orders should be securely stapled) should be deposited in the special collection boxes provided at any of the branches of Standard Chartered Bank and Industrial and Commercial Bank of China (Asia) Limited referred to above on the following dates during the following times:

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Tuesday, 5th December, 2000 -- 9:00 a.m. to 4:00 p.m.

Wednesday, 6th December, 2000 -- 9:00 a.m. to 4:00 p.m.

Thursday, 7th December, 2000 -- 9:00 a.m. to 4:00 p.m.

Friday, 8th December, 2000 -- 9:00 a.m. to 12:00 noon

Subject to the terms and conditions set out in the Prospectus and the related application forms, completed application forms (with payment attached) must be lodged by no later than 12:00 noon on Friday, 8th December, 2000 (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal being in force in Hong Kong as described in the paragraph headed “Effect of bad weather on the opening of the application lists” in the section headed “How to apply for the Public Offer Shares” in the Prospectus). The announcement of the level of indication of interests in the Placing, the results of applications under the Public Offer, the basis of allotment of the Public Offer Shares, the Hong Kong identity card numbers of successful applicants and the procedures for collecting of Shares certificate(s) is scheduled to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on or about Wednesday, 13th December, 2000.

If you have applied for 500,000 Public Offer Shares or more on a **WHITE** application form and have indicated on your application form that you will collect your Share certificate(s) and/or refund cheque(s) (if any), you may collect it/them in person from Abacus Share Registrars Limited at 2401 Prince’s Building, Central, Hong Kong between 9 a.m. and 1 p.m. on Thursday, 14th December, 2000. You must show your identification document to collect your Share certificate(s) and/or refund cheque(s). If you do not collect your Share certificate(s) and/or refund cheque(s), (if any), within the specified time available for collection, they will be sent to the address on your application form shortly after 1:00 pm on Thursday, 14th December, 2000 by ordinary post at your own risk. If you have applied for 500,000 Public Offer Shares or more and have not indicated on your application form that you will collect your Share certificate(s) and/or refund cheque(s), if any, in person(s) or if you have applied for less than 500,000 Public Offer Shares, then your Share certificate(s) and/or refund cheque(s) will be sent to the address on your application form by ordinary post and at your own risk on or after Thursday, 14th December, 2000. The Company will not issue temporary documents of title.

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If you have applied for the Public Offer Shares on a **YELLOW** application form and your application is wholly or partially successful, your Share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant as instructed by you by the close of business on Thursday, 14th December, 2000 or under contingent situation, on any other date as shall be determined by Hongkong Clearing or HKSCC Nominees Limited. You should check the number of Public Offer Shares allotted to you with your designated CCASS participant if you are applying through a designated CCASS participant, or via the CCASS Phone System if you are applying as a CCASS Investor Participant. For CCASS Investor Participants, Hongkong Clearing will also mail to you an Activity Statement showing the number of Public Offer Shares credited to your CCASS Investor Participant's stock account. The procedures for collection of refund cheques for **YELLOW** application form applicants are the same as those for **WHITE** application form applicants.

If your application is wholly or partially unsuccessful, the Company will refund your application money, brokerage and Stock Exchange transaction levy to you without interest. All refunds will be made by a cheque crossed "Account payee only", and made out to you, or, if you are joint applicants, to the first-named applicant on your application form on the terms set out under the paragraph headed "Refund of your money" in the application forms.

Hong Kong, 5th December, 2000