



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Chaoda Modern Agriculture (Holdings) Limited (the “Company”) will be held at Room 2705, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 2 August 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions:

ORDINARY RESOLUTION

“THAT:

- (1) the Organic Fertilizers Supply Agreement dated 16 June 2006 made between Fuzhou Chaoda Modern Agriculture Development Company Limited (福州超大現代農業發展有限公司) and Fujian Chaoda Agriculture Produce Trading Company Limited (福建超大農業產品銷售有限公司) (a copy of which is marked “A” and has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) be and is hereby approved;
- (2) the Transactions (as defined and more particularly described in the circular of the Company to its shareholders dated 10 July 2006 (the “Circular”, a copy of which is marked “B” and has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification)) be and are hereby approved subject to the Proposed Annual Caps (as defined and more particularly described in the Circular);
- (3) the Proposed Annual Caps (as defined and more particularly described in the Circular) be and are hereby approved and confirmed;
- (4) the directors of the Company (the “Directors”) be and are hereby authorised from time to time to approve and/or to enter into, on behalf of the Company, any matter or transactions at any time relating to or under the Agreement subject to the Proposed Annual Caps (as defined and more particularly described in the Circular); and
- (5) each of the Directors be and is hereby authorized to sign, seal, execute, perfect and deliver all such documents, undertakings and deeds or to do anything on behalf of the Company which he or she may consider necessary, desirable or expedient for the purposes of, or in connection with, the implementation of the Agreement, the Transactions and/or the Proposed Annual Caps and any matters relating thereto.”

SPECIAL RESOLUTION

“**THAT** the articles of association of the Company be and are hereby amended as follows:

- (1) by deleting the existing article 106(vii) in its entirety and replacing it with the following new article 106(vii):

App 13 Part B r.5(1) “(vii) if he shall be removed from office by an ordinary resolution of the members of the Company under Article 122(a)”;

- (2) by deleting the existing article 122(a) in its entirety and replacing it with the following new article 122(a) headed “Power to remove Director by ordinary resolution”:

App 13 Part B r.5(1) “122. (a) The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.”;

App 3 r.4(3)

- (3) by deleting the existing article 73(c) in its entirety and replacing it with the following new article 73(c):

“(c) There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.”;

- (4) by deleting the existing article 85A in its entirety and replacing it with the following new article 85A headed “Votes of members”:

“85A Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy (in the case of a member who is an individual, the Appointed Proxy (as defined in Article 90)) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) or his proxy/proxies present in person entitled to more than one vote is under no obligation to cast all his votes in the same way.”;

- (5) by deleting the existing article 88 in its entirety and replacing it with the following new article 88 headed “Votes of member of unsound mind”:

“88 A member in respect of whom an order has been made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs may vote, whether on a show of hands or on a poll, by any one person (who must be an individual) authorised in such circumstances to do so, and such person may vote on a poll or show of hands by proxy (who must be an individual). On a show of hands such person or his proxy shall have one vote whereas on a poll, such person or his proxy shall have one vote for each share registered in the name of the member of which he represents. Where more than one proxy is appointed by such person, only one of the appointed proxies as designated by such person shall have the right to cast one vote on a show of hands.”;

- (6) by deleting the existing article 90 in its entirety and replacing it with the following new article 90 headed “Proxies”:

“90 Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy (the “Appointed Proxy”) to attend and vote (whether on a show of hands or on poll) instead of him and the Appointed Proxy so appointed shall have the same right as the member to speak at the meeting. Whether on a show of hands or on a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may, in addition to the Appointed Proxy, appoint further number of proxies (who must be individuals) to attend and vote on poll (but not on a show of hands) in his stead at any one general meeting (or at any one class meeting).”;

- (7) by deleting the existing article 116 in its entirety and replacing it with the following new article 116 headed “Rotation and retirement of Directors”:

“116 At each annual general meeting, one-third of the Directors (other than the Managing Director or Joint Managing Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding, one-third, shall retire from office by rotation. Except for those retired under Article 116(A), the Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat. For the purpose of this Article, the Director(s) to retire at the annual general meeting pursuant to Article 116(A) shall be taken into account in determining the one-third of the Directors required to retire from office by rotation under this Article 116.”; and

(8) by inserting the following new article 116A after the above new article 116:

App 14 r.A.4.2

“116A. Notwithstanding Article 116, every Director shall retire from office at an annual general meeting by rotation at least once for every three consecutive annual general meetings. A retiring Director under this Article shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.””

By Order of the Board
Ching Che Man, Susanna
Company Secretary

Hong Kong, 10 July 2006

Notes:

- (1) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed herewith.
- (2) Where there are joint registered holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by its duly authorised representative or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) To be valid, the form of proxy 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 Company's principal office 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 fixed for holding the meeting or any adjourned meeting. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Mr Kwok Ho, the Chairman and controlling shareholder of the Company, and Kailey Investment Ltd, his associate (within the meaning of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) will abstain from voting in relation to the ordinary resolution to be put forward at this meeting.

Registered Office:

P.O. Box 309, Uglan House
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Principal Office in Hong Kong:

Room 2705, 27th Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

As at the date hereof, the board of directors of the Company comprises seven executive directors, namely, Mr Kwok Ho, Mr Ip Chi Ming, Dr Lee Yan, Ms Wong Hip Ying, Mr Fong Jao, Mr Chen Jun Hua and Mr Chan Chi Po, Andy and four independent non-executive directors, namely, Mr Fung Chi Kin, Mr Tam Ching Ho, Professor Lin Shun Quan and Ms Luan Yue Wen.

Please also refer to the published version of this announcement in South China Morning Post and Hong Kong Economic Times.