



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 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 Wednesday, 10 December 2008 at 10:30 a.m. (the “Annual General Meeting”) for the following purposes:

1. To receive and consider the audited financial statements and the reports of directors and the auditors for the financial year ended 30 June 2008.
2. To approve the final dividend for the financial year ended 30 June 2008.
3. (A) To re-elect Mr. Fong Jao as an executive director of the Company.
(B) To re-elect Mr. Chen Jun Hua as an executive director of the Company.
(C) To re-elect Mr. Chan Chi Po, Andy as an executive director of the Company.
(D) To re-elect Professor Lin Shun Quan as an independent non-executive director of the Company.
(E) To authorise the board of directors of the Company (the “Directors”) to fix the Directors’ remuneration.
4. To re-appoint Grant Thornton as auditors of the Company and to authorise the Directors to fix their remuneration.

5. To consider and, if thought fit, pass with or without amendments the following ordinary resolutions:

Ordinary Resolutions

(A) **“THAT**

conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, the Bonus Shares (as defined below) to be issued pursuant to this resolution,

- (i) an amount of approximately HK\$9,739,872.10 standing to the credit of the share premium account of the Company be capitalised in accordance with Article 142 of the articles of association of the Company and the Directors be and are hereby authorised to apply such amount in paying up in full at par 97,398,721 new ordinary shares of HK\$0.10 each in the capital of the Company (the “Bonus Shares”) to be allotted, issued and distributed, credited as fully paid, to the members of the Company whose names appear on the register of the members of the Company at the close of business on 10 December 2008 on the basis of one Bonus Share for every twenty-five existing issued shares of the Company held (the “Bonus Issue”). The Bonus Shares shall rank pari passu in all respects with the then existing issued shares of the Company except that they will not be entitled to participate in any dividend declared or recommended by the Company in respect of the financial year ended 30 June 2008;
- (ii) no fractional Bonus Shares shall be allotted to members of the Company and fractional entitlements (if any) will be aggregated and sold for the benefit of the Company; and
- (iii) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with or to give effect to the Bonus Issue including but not limited to the issue of the Bonus Shares, adjusting the amount to be capitalised out of the share premium account of the Company and adjusting the number of the Bonus Shares to be allotted, issued and distributed in the manner as in paragraph (i) above.”

(B) **“THAT**

- (i) subject to paragraph (ii) below, the exercise by the Directors 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 on the Stock Exchange or on any other stock exchange on which the shares of the Company 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 nominal amount of the shares of the Company which are authorised to be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing 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 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.”

(C) **“THAT**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to or in consequence of:
 - (a) a Rights Issue (as defined below);
 - (b) the exercise of options under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in the Company;
 - (c) the exercise of any rights of conversion under any convertible bonds, debentures or notes issued by the Company;
 - (d) the exercise of the subscription rights attaching to any warrants which may be issued by the Company; and/or

- (e) the issue of bonus shares pursuant to the passing of the resolution in No. 5(A), and/or any scrip dividend, and/or other similar arrangement provided for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company from time to time,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

- (iv) 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 upon which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

(D) **“THAT**

conditional upon the passing of the resolutions in No. 5(B) and No. 5(C) of this notice, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution in No. 5(C) of this notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution in No. 5(B) of this notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By Order of the Board
Yeung Pik Chun, Colana
Company Secretary

Hong Kong, 11 November 2008

Notes:

1. The register of members of the Company will be closed from Monday, 8 December 2008 to Wednesday, 10 December 2008, both dates inclusive. In order to qualify for the final dividend and the bonus issue, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 5 December 2008.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
3. To be valid, a 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 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 shareholder of the Company 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. With reference to the resolution in No. 3 of this notice, information of the retiring directors to be re-elected at the Annual General Meeting is set out in Appendix I to the circular dated 11 November 2008 (the "Circular") sent to the shareholders of the Company. Further information in relation to the resolutions in No. 5 of this notice is also provided in the Circular.

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

Executive directors: Mr. Kwok Ho, Mr. Ip Chi Ming, Dr. Lee Yan, Ms. Wong Hip Ying, Mr. Fong Jao, Mr. Chen Jun Hua, Mr. Chan Chi Po, Andy; and

Independent non-executive directors: Mr. Fung Chi Kin, Mr. Tam Ching Ho, Professor Lin Shun Quan and Ms. Luan Yue Wen