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**If you have sold or transferred** all your shares in Chaoda Modern Agriculture (Holdings) Limited 超大現代農業(控股)有限公司, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS  
GENERAL MANDATE TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the board of directors of Chaoda Modern Agriculture (Holdings) Limited 超大現代農業(控股)有限公司 is set out on pages 3 to 6 of this circular. A notice convening the Annual General Meeting to be held at Lounge, M/F., Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Tuesday, 30 December 2014 at 10:30 a.m. is set out on pages 11 to 12 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

27 November 2014

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Lounge, M/F., Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Tuesday, 30 December 2014 at 10:30 a.m., the notice of which is set out on pages 11 to 12 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“associates”	has the meaning ascribed to it under the Listing Rules;
“Auditors”	Elite Partners CPA Limited, the auditors of the Company appointed by the Board on 18 August 2014;
“Board”	the board of Directors;
“Company”	Chaoda Modern Agriculture (Holdings) Limited 超現代農業(控股)有限公司, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Stock Exchange;
“connected persons”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	21 November 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China (excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan);

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## DEFINITIONS

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“Previous Announcements”	the announcements issued by the Company during the period from 10 May 2012 up to the Latest Practicable Date regarding, among others, the status of the Resumption;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to purchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the relevant resolution;
“Resumption”	resumption of trading in the Shares on the Stock Exchange;
“Retiring Directors”	the Directors, namely Mr. Kuang Qiao, Mr. Chan Chi Po Andy and Professor Lin Shun Quan, who shall retire from office by rotation at the Annual General Meeting and being eligible, offer themselves for re-election;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Share Option(s)”	share option(s) of the Company granted to eligible participants pursuant to the Share Option Scheme;
“Share Option Scheme”	the share option scheme adopted by the Shareholders at the extraordinary general meeting of the Company held on 19 June 2002 and was expired on 18 June 2012;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers; and
“%”	per cent.



**CHAODA MODERN AGRICULTURE (HOLDINGS) LIMITED**  
**超大現代農業(控股)有限公司**

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*Executive Directors:*

Mr. Kwok Ho (*Chairman*)  
Dr. Li Yan  
Ms. Huang Xie Ying  
Mr. Kuang Qiao  
Mr. Chen Jun Hua  
Mr. Chan Chi Po Andy

*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Non-Executive Director:*

Mr. Ip Chi Ming

*Principal Office in Hong Kong:*

Room 2705, 27<sup>th</sup> Floor  
China Resources Building  
26 Harbour Road  
Wanchai, Hong Kong

*Independent Non-Executive Directors:*

Mr. Fung Chi Kin  
Mr. Tam Ching Ho  
Professor Lin Shun Quan

27 November 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS  
GENERAL MANDATE TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### **2. FINANCIAL RESULTS AND REPORTS**

Reference is made to the Previous Announcements regarding, among others, the status of the Resumption, including the tentative timetable for publication of the outstanding financial results of the Group and the Resumption (as disclosed in the Company's announcement dated 15 September 2014).

As at the Latest Practicable Date, the announcement in respect of the audited annual results of the Group for the financial year ended 30 June 2011 was published by the Company on 14 November 2014. Subject to completion of the audit or (as the case may be) the review by the Auditors, it remains the intention of the Board to aim for the release of the announcement(s) in respect of (i) the audited annual results for the financial years ended 30 June 2012, 2013 and 2014 together with the interim results for the six months ended 31 December 2011, 2012 and 2013 of the Group, progressively, before 31 January 2015; and (ii) the interim results for the six months ended 31 December 2014 before 28 February 2015 in accordance with the above tentative timetable, which are requisite for the Resumption to take place.

The Board will continue to take proactive steps to comply with the legal and regulatory requirements so as to make available, as soon as legally and reasonably practicable, to the Shareholders the reports of the Directors and the Auditors (containing its audited accounts for the financial years ended 30 June 2011, 2012, 2013 and 2014); and issue notice(s) for convening or re-convening the necessary meeting(s) of the Shareholders for consideration and, if thought fit, adoption of the above audited accounts and reports.

The Board would like to assure Shareholders that the Board would continue to manage the Company's affairs diligently, and make all efforts and devote all available resources to expedite the fulfillment of the conditions prescribed by the Stock Exchange (as disclosed in the Company's announcement dated 10 May 2012) for the Resumption.

Further announcement(s) will be made by the Company on the progress of the Resumption as and when appropriate.

### **3. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 116A of the Articles of Association, every Director shall retire from office at an annual general meeting by rotation at least once for every three consecutive annual general meetings and such Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election. The Retiring Directors (namely Mr. Kuang Qiao, Mr. Chan Chi Po Andy and Professor Lin Shun Quan) shall retire by rotation at the Annual General Meeting and being eligible, offer themselves for re-election thereat.

Among the Retiring Directors, Professor Lin Shun Quan has served as independent non-executive Director since November 2000. During his tenure of service, Professor Lin Shun Quan has not been involved in the daily management of the Company nor in any relationships or circumstances which would impair his independent judgment. He has consistently demonstrated his ability to provide independent, balanced and objective advice and insight on the Company's affairs. In addition, the Board is of the opinion that Professor Lin continues to be

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## LETTER FROM THE BOARD

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independent after reviewing and assessing his annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules. Accordingly, the Board recommends Professor Lin for re-election at the Annual General Meeting.

The Board had reviewed the performance of the Retiring Directors and highly recognized their capability, dedication and contribution to the Group during their tenure of service with the Group. Furthermore, the Board considers that the interests of the Group and the Shareholders are best served if continuity of the management could be maintained and stability of the operations of the Group could be enhanced, in particular, during this difficult period of the Group. Accordingly the Board recommends that, the Retiring Directors shall stay with the Board and continue to provide their professional knowledge, experience, judgment and advice to the Group and make continuous effort to assist the Company towards the Resumption as early as practicable.

Biographical details of the Retiring Directors proposed for re-election as required to be disclosed under the Listing Rules is set out in Appendix I to this circular. A separate resolution for re-electing each of the Retiring Directors will be put forward at the Annual General Meeting.

#### **4. GENERAL MANDATE TO REPURCHASE SHARES**

An ordinary resolution will be proposed at the Annual General Meeting for Shareholders' approval to give the Directors the Repurchase Mandate to purchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution, for the period until the conclusion of the next annual general meeting of the Company or such earlier period as stated in the resolution.

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in Appendix II to this circular.

#### **5. ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting is set out on pages 11 to 12 of this circular. A form of proxy is enclosed for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the form of proxy as instructed thereon and deposit it at the principal office of the Company in Hong Kong at Room 2705, 27<sup>th</sup> Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy will not preclude you 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.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the Annual General Meeting will exercise his power under Article 80 of the Articles of Association to put the resolutions to be proposed at the Annual General Meeting to vote by way of poll. The results of the poll will be published on the websites of the Company and the Stock Exchange in accordance with Rule 13.39(5) of the Listing Rules.

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading.

### 7. RECOMMENDATION

The Directors consider that the proposed resolutions to be transacted at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the proposed resolutions at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Chaoda Modern Agriculture (Holdings) Limited**  
**Kwok Ho**  
*Chairman*



*The particulars of the Retiring Directors as referred to in resolution numbered 1 of the notice of the Annual General Meeting, proposed for re-election, are as follows:*

**Mr. Kuang Qiao**, aged 43, joined the Group in 1996 and was appointed as an executive director of the Company on 1 September 2003. He is also the Vice-President of the Group. Mr. Kuang is primarily responsible for new business development and new project research management of the Group. He graduated from the Faculty of Horticulture of Nanjing Agricultural University in July 1992 with a bachelor's degree in agriculture (majoring in vegetables). Mr. Kuang has more than 20 years of experience in the agricultural industry.

Mr. Kuang has no specific term of service with the Company, which may be terminated by either party by written notice of not less than three months. He is, however, subject to retirement from office by rotation and re-election at annual general meeting in accordance with the Articles of Association. The basic salaries and bonus paid to Mr. Kuang for the financial year ended 30 June 2014 were HK\$286,000, which was determined with reference to his duties and responsibilities with the Group and the market rate.

As at the Latest Practicable Date, Mr. Kuang held interests in Share Options to subscribe for 2,000,000 Shares at an exercise price of HK\$6.43 within the meaning of Part XV of the SFO. Mr. Kuang has not held other directorships in any listed public companies in the last three years. He does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

**Mr. Chan Chi Po Andy**, aged 48, joined the Group in 2003 and was appointed as an executive director and the Chief Financial Officer of the Company on 17 August 2005. He is also a director of certain subsidiaries of the Company. Mr. Chan is primarily responsible for financial management and financial information analysis of the Group. Mr. Chan graduated from The University of Sheffield in the United Kingdom with an honors degree in accounting, financial management and economics. Mr. Chan is a fellow member of the Association of Chartered Certified Accountants, a fellow member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Institute of Chartered Accountants in England and Wales. Prior to joining the Group in 2003, Mr. Chan served as senior corporate auditor responsible for the Asia Pacific region of a company listed on the New York Stock Exchange for approximately three years. Mr. Chan had also held office in an international accounting firm and the Stock Exchange for a total of approximately eight years before joining the Group.

Mr. Chan has no specific term of service with the Company, which may be terminated by either party by written notice of not less than three months. He is, however, subject to retirement from office by rotation and re-election at annual general meeting in accordance with the Articles of Association. The basic salaries and bonus paid to Mr. Chan for the financial year ended 30 June 2014 were HK\$1,790,000, which was determined with reference to his duties and responsibilities with the Group and the market rate.

As at the Latest Practicable Date, Mr. Chan held interests in 103,528 Shares and Share Options to subscribe for 2,120,000 Shares at an exercise price of HK\$3.846 and 3,000,000 Shares at an exercise price of HK\$6.43 within the meaning of Part XV of the SFO. Mr. Chan has not held other directorships in any listed public companies in the last three years. He does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

**Professor Lin Shun Quan**, aged 59, has been an independent non-executive director of the Company since November 2000. Professor Lin received his doctorate degree in agriculture from Fujian Agricultural University and had further studies at Saga University in Japan in 1988 and 1996. He was appointed as professor at South China Agricultural University as well as the head of the College of Horticulture, South China Agricultural University. He has extensive experience in the agricultural industry in the PRC.

Professor Lin has renewed his service contract with the Company for a term of two years commencing from 17 November 2014. Such an appointment may be terminated by either party by a written notice of not less than three months. He is, however, subject to retirement from office by rotation and re-election at annual general meeting in accordance with the Articles of Association. The total director's fee paid to Professor Lin for the financial year ended 30 June 2014 were RMB66,000, which was determined with reference to his duties and responsibilities with the Company and the market rate.

As at the Latest Practicable Date, Professor Lin did not have any interests in Shares within the meaning of Part XV of the SFO. Professor Lin has not held other directorships in any listed public companies in the last three years. He does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders regarding the re-election of the Retiring Directors nor any other information needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

*This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 3,291,302,491 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 329,130,249 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

## **2. REASONS FOR REPURCHASES OF SHARES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think that it is appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

## **3. FUNDING OF REPURCHASE**

In repurchasing securities, the Company may only apply funds legally available for such purposes in accordance with its memorandum of association and the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Under the laws of the Cayman Islands, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the laws of the Cayman Islands, out of capital.

There might be a material adverse impact on the working capital position or gearing position of the Company in the event that repurchases of all the Shares under the Repurchase Mandate were to be carried out in full during the period of the Repurchase Mandate.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## **4. SHARE PRICES**

Trading in the Shares on the Stock Exchange was suspended at the request of the Company from 1:30 p.m. on 26 September 2011 and would remain suspended pending the satisfaction of the conditions to Resumption as prescribed by the Stock Exchange and disclosed by the Company in its announcement dated 10 May 2012.

## 5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, its memorandum of association and the Articles of Association and the laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

No connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

## 6. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If a Shareholder's proportionate interest in the voting capital of the Company increases as a result of repurchase(s) of Shares by the Company, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase of his or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Company, Mr. Kwok Ho and his associates were deemed to be interested in 645,092,644 Shares, representing approximately 19.60% of the issued share capital of the Company. On the assumption that the issued shares of the Company remain 3,291,302,491 Shares and in the event that the Directors exercise the power to repurchase Shares in full pursuant to the Repurchase Mandate, the shareholding of Mr. Kwok Ho and his associates in the Company will be increased to approximately 21.78%. In the opinion of Directors, such increase may not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code and will not result in the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules being reduced to less than 25%.

## 7. SHARE REPURCHASE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise).



**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 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 Tuesday, 30 December 2014 at 10:30 a.m. (the “**Annual General Meeting**”) for the following purposes:

1. (A) To re-elect Mr. Kuang Qiao as an executive director of the Company.  
  
(B) To re-elect Mr. Chan Chi Po Andy as an executive director of the Company.  
  
(C) To re-elect Professor Lin Shun Quan as an independent non-executive director of the Company.
2. To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
3. 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 on The Stock Exchange of Hong Kong Limited (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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

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

Hong Kong, 27 November 2014

*Notes:*

1. *Any shareholder 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 shareholder of the Company.*
2. *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, 27<sup>th</sup> 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 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 the above resolutions 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. *With reference to the resolution in No. 1 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 27 November 2014 (the “**Circular**”). Further information in relation to the resolution in No. 3 of this notice is provided in Appendix II to the Circular.*