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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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**

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 5 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 Monday, 30 December 2013 at 10:30 a.m. is set out on pages 10 to 11 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 2013

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
Financial Results and Reports	3
Re-election of Retiring Directors	4
General Mandate to Repurchase Shares	5
Annual General Meeting	5
Responsibility Statement	5
Recommendation	5
Appendix I — Biographical Details of the Retiring Directors Proposed for Re-election	
	6
Appendix II — Explanatory Statement	8
Notice of Annual General Meeting	10

DEFINITIONS

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

“2012 AGM”	the annual general meeting of the Company held on Monday, 31 December 2012 at 10:30 a.m.;
“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 Monday, 30 December 2013 at 10:30 a.m., the notice of which is set out on pages 10 to 11 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”	Crowe Horwath (HK) CPA Limited, the auditors of the Company appointed on 1 February 2013;
“Board”	the board of Directors;
“Company”	Chaoda Modern Agriculture (Holdings) Limited 超大現代農業(控股)有限公司, a company incorporated in the Cayman Islands with limited liability, the 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” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	22 November 2013, 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;
“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 conditions to the Resumption and the status of the Resumption;

DEFINITIONS

“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 Dr. Li Yan, Ms. Huang Xie Ying, Mr. Ip Chi Ming and Ms. Luan Yue Wen, who shall retire from office by rotation at the Annual General Meeting and being eligible, offer themselves for re-election;
“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 Codes on Takeovers and Mergers and Share Repurchases; and
“%”	per cent.



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)

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, 27th 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
Ms. Luan Yue Wen

27 November 2013

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.

2. FINANCIAL RESULTS AND REPORTS

Reference is made to the Previous Announcements regarding, among others, the status of the Resumption, including the progress of the audit performed by the Auditors on the financial statements of the Group.

LETTER FROM THE BOARD

As disclosed in the Previous Announcements, certain site visits, on-site reviews and interviews (mainly with governmental officials and the customers and suppliers of the Group) and independent professional reports and opinions as selected and/or requested by the Auditors to be performed or obtained for the purposes of completion of the Auditors' observation, analysis and evaluation for their audit work are in progress. Accordingly, the outstanding audited financial statements and the reports of the Directors and the Auditors for the three financial years ended 30 June 2011, 2012 and 2013 would not be available to the Shareholders for their consideration and adoption at the Annual General Meeting.

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 shall retire by rotation at the Annual General Meeting and being eligible, offer themselves for re-election thereat.

Notwithstanding that a Retiring Director, namely Ms. Luan Yue Wen has served as independent non-executive Director since September 2004, she has not been involved in the daily management of the Company nor in any relationships or circumstances which would impair her independent judgment. She has consistently demonstrated her ability to provide independent, balanced and objective advice and insight on the Company's affairs. In addition, the Board is of the opinion that Ms. Luan Yue Wen continues to be independent after reviewing and assessing her annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules. Accordingly, the Board recommends her 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.

LETTER FROM THE BOARD

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 10 to 11 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, 27th 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.

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:

Dr. LI Yan, aged 49, joined the Group in January 1997 and was appointed as an executive director of the Company on 17 November 2000. Dr. Li is responsible for research and innovation technology management of the Group. He obtained his master's degree in plant nutrition and doctorate degree in fruit nutrition physiology. He has been appointed as university professor of agricultural resources and environment faculty. Dr. Li has extensive experience in horticulture and plant nutrition, particularly in the areas of planting and cultivation methods, as well as pest and disease management.

Dr. Li 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 Dr. Li for the financial year ended 30 June 2013 were HK\$182,000, which was determined with reference to his duties and responsibilities with the Group and the market rate.

As at the Latest Practicable Date, Dr. Li held interests in Share Options to subscribe for 500,000 Shares at an exercise price of HK\$6.43 within the meaning of Part XV of the SFO. Dr. Li 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.

Ms. HUANG Xie Ying, aged 65, joined the Group in January 1997 and was appointed as an executive director of the Company on 1 September 2003. Ms. Huang is primarily responsible for financial planning and management of the Group. She graduated from Xiamen Finance and Economic College. Ms. Huang has over 21 years of extensive accounting experience in the PRC.

Ms. Huang 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. She 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 Ms. Huang for the financial year ended 30 June 2013 were HK\$520,000, which was determined with reference to her duties and responsibilities with the Group and the market rate.

As at the Latest Practicable Date, Ms. Huang 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. Ms. Huang has not held other directorships in any listed public companies in the last three years. She does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. IP Chi Ming, aged 52, was formerly an executive director of the Company until 8 January 2010 when he was re-designated as a non-executive director of the Company. Mr. Ip is a director of some of the subsidiaries of the Company. He has also acted as an executive director of Suncorp Technologies Limited, a company listed on the Stock Exchange, since 25 February 2010. Mr. Ip has over 25 years of experience in trading and marketing in the food products industry as well as extensive experience in corporate strategic planning, overall management, business development, sales and marketing. On 6 November 2012, he retired from the non-executive directorship of Asian Citrus Holdings Limited, a company listed on the Alternative Investment Market of the London Stock Exchange and the Stock Exchange, in which the Company owns 5% or more of its equity interest.

Mr. Ip has been appointed by the Company for a term of two years until 7 January 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 Mr. Ip for the financial year ended 30 June 2013 were HK\$1,080,000, which was determined with reference to his duties and responsibilities with the Company and the market rate.

As at the Latest Practicable Date, Mr. Ip 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. Ip does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Ms. LUAN Yue Wen, aged 53, has been an independent non-executive director of the Company since September 2004. Ms. Luan holds a professional diploma in Computer Science, a professional diploma in Economic Law, a professional diploma in Financial Accounting, a master's degree in Business Administration and a master's degree in Building Construction and Real Estate Project Management. Ms. Luan has 25 years of experience in the financial accounting and auditing. She is a member of the Chinese Institute of Certified Public Accountants and also a member of the Chinese Institute of Valuers. Apart from being an independent non-executive director, Ms. Luan is also a member of the Audit and Remuneration Committees of the Company.

Ms. Luan has been appointed by the Company for a term of two years until 19 September 2014. Such an appointment may be terminated by either party by a written notice of not less than three months. She 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 Ms. Luan for the financial year ended 30 June 2013 were HK\$324,000, which was determined with reference to her duties and responsibilities with the Company and the market rate.

As at the Latest Practicable Date, Ms. Luan held interests in Share Options to subscribe for 750,000 Shares at an exercise price of HK\$6.43 within the meaning of Part XV of the SFO. Ms. Luan has not held other directorships in any listed public companies in the last three years. She 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 1:30pm 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 as 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 has not purchased any of its Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



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 Monday, 30 December 2013 at 10:30 a.m. (the “**Annual General Meeting**”) for the following purposes:

1. (A) To re-elect Dr. Li Yan as an executive director of the Company.
(B) To re-elect Ms. Huang Xie Ying as an executive director of the Company.
(C) To re-elect Mr. Ip Chi Ming as a non-executive director of the Company.
(D) To re-elect Ms. Luan Yue Wen as an independent non-executive director of the Company.
2. To re-appoint Crowe Horwath (HK) 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

NOTICE OF ANNUAL GENERAL MEETING

(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
Chong Suet Ming Alison
Company Secretary

Hong Kong, 27 November 2013

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, 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 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 2013 (the “**Circular**”). Further information in relation to the resolution in No. 3 of this notice is also provided in the Circular.*