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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, 31 December 2012 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.

28 November 2012

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DEFINITIONS

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

“2011 AGM”	the annual general meeting of the Company held on Friday, 30 December 2011 which was adjourned to a date to be fixed by the Company when the audited financial statements and the reports of the directors and the auditors of the Group for the financial year ended 30 June 2011 are available for Shareholders’ consideration and adoption;
“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, 31 December 2012 at 10:30 a.m., notice of which is set out on pages 10 to 11 of this circular, or any adjournment thereof;
“Articles of Association”	articles of association of the Company;
“associates”	has the meaning ascribed to it under the Listing Rules;
“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”	23 November 2012, 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;
“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;

DEFINITIONS

“Retiring Directors”	the Directors, namely Mr. Kwok Ho, Mr. Fung Chi Kin and Mr. Tam Ching Ho, 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

28 November 2012

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. UPDATED INFORMATION OF THE GROUP

Reference is made to the announcements issued by the Company on 30 September 2011 and 28 September 2012 in respect of delay in the publication and despatch of the financial results and reports of

LETTER FROM THE BOARD

the Group for two financial years ended 30 June 2011 and 2012, and to the announcement issued by the Company on 15 November 2012 regarding an update on the status of appointment of the Company's new auditors following the resignation of its former auditors.

As announced and given that the appointment of the Company's new auditors was yet to be made as at the Latest Practicable Date, the audited financial statements and the reports of the directors and the auditors of the Group for the financial year ended 30 June 2012 would not be available to the Shareholders for their consideration and adoption at the Annual General Meeting.

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 two of the Retiring Directors, namely Mr. Fung Chi Kin and Mr. Tam Ching Ho have served as independent non-executive Directors since September 2003, they have not been involved in the daily management of the Company nor in any relationships or circumstances which would impair their independent judgment. They have consistently demonstrated their abilities to provide independent, balanced and objective advice and insight on the Company's affairs. In addition, the Board is of the opinion that Mr. Fung Chi Kin and Mr. Tam Ching Ho continue to be independent after reviewing and assessing each of their annual confirmations of independence based on the criteria set out in Rule 3.13 of the Listing Rules. Accordingly, the Board recommends them for re-election at the Annual General Meeting.

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, especially on the appointment of the Company's new auditors and make continuous effort to assist the Company towards the resumption of trading in the Shares on the Stock Exchange as early as practicable.

Biographical details of the Retiring Directors proposed for re-election required to be disclosed under the Listing Rules are 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.

LETTER FROM THE BOARD

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:

Mr. KWOK Ho, aged 57, is the founder of the Group and is also the Chairman of the Board and the Chief Executive Officer of the Company. Mr. Kwok is also a director and the legal representative of some of the subsidiaries of the Company. Mr. Kwok is primarily responsible for the formulation and deployment of the overall strategy of the Group. He holds an Honorary Doctor of Business Administration and has over 30 years of experience in commercial trading in the PRC, particularly in the areas of strategic planning, management, business development, product strategy, sales and marketing. In 2008, Mr. Kwok was re-elected as a member of the 10th Fujian Provincial Committee of the Chinese People's Political Consultative Conference ("CPPCC") and as the 2nd President of the Fujian Agriculture Industrialisation Association. In 2009, Mr. Kwok was again granted by the Fujian Provincial Committee and the People's Government of Fujian Province the award of the 2nd Outstanding Contribution Entrepreneur of Fujian Province. At the eleventh meeting of the Standing Committee of the Eleventh National Committee of the CPPCC, he became a member of the CPPCC.

Mr. Kwok 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. Mr. Kwok has not held other directorships in any listed public companies in the last three years. The basic salaries and bonus paid to Mr. Kwok for the financial year ended 30 June 2012 were HK\$4,550,000, which was determined with reference to his duties and responsibilities with the Group and the market rate.

As at the Latest Practicable Date, Mr. Kwok held interests in 645,092,644 Shares and Share Options to subscribe for 66,339,000 Shares at an exercise price of HK\$1.50 within the meaning of Part XV of the SFO. Among the aggregate interests of Mr. Kwok in the Company, 643,064,644 Shares were held by Kailey Investment Ltd., which is beneficially and wholly owned by Mr. Kwok and 2,028,000 Shares were held by him personally. Save as disclosed aforesaid, Mr. Kwok does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. FUNG Chi Kin, aged 63, has been an independent non-executive Director since September 2003. He is the Honorary Permanent President of the Chinese Gold & Silver Exchange Society, the International Advisor of Shanghai Gold Exchange and the director of Fung Chi Kin Consulting Limited. Mr. Fung has over 30 years of experience in banking and finance. Prior to his retirement, he was the director and the Deputy General Manager of Po Sang Bank Limited (merged into Bank of China (Hong Kong) Limited in 2001), the Managing Director of BOCI Securities Limited and the Chief Administration Officer of BOC International Holdings Limited. From October 1998 to June 2000, Mr. Fung served as a Council Member of the First Legislative Council of the HKSAR. He also held offices in various public organizations, such as the Vice Chairman of the Stock Exchange, the director of the Hong Kong Futures Exchange Limited, the director of Hong Kong Securities Clearing Company Limited and Hong Kong Affairs Advisor. Apart from being an independent non-executive Director, Mr. Fung is also the Chairman of the Remuneration Committee and a member of the Audit Committee of the Company.

Mr. Fung has been appointed by the Company for a term of two years until 31 August 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. In the last three years, Mr. Fung held the position of independent non-executive director of two listed companies in Hong Kong, namely Emperor Capital Group

Limited and New Times Energy Corporation Limited. The total director's fee paid to Mr. Fung for the financial year ended 30 June 2012 was HK\$456,000, which was determined with reference to his duties and responsibilities with the Company and the market rate.

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

Mr. TAM Ching Ho, aged 41, has been an independent non-executive Director since September 2003. He is a certified public accountant (practising) registered with the Hong Kong Institute of Certified Public Accountants ("HKICPA"). He has previously worked in a reputable international accounting firm for about eight years and specialised in providing assurance services for pre-listing, listed and multinational companies. He has also held senior positions in several companies, including mainly the financial controller of a company listed on the Main Board of the Stock Exchange and another company listed on the Main Board of the Singapore Exchange Securities Trading Limited for a total of about seven years. Mr. Tam has accumulated extensive experience in corporate finance and administration, listing compliance, investor relations, accounting and auditing. Mr. Tam holds a bachelor's degree of arts with honours in accountancy. He is an associate member of the HKICPA and a fellow member of The Association of Chartered Certified Accountants. Mr. Tam is also an independent non-executive director of China Zenith Chemical Group Limited, which is listed in the Main Board of the Stock Exchange and a Supervisory Board member of CBF China Bio-Fertilizer AG, which is listed in the Entry Standard of Frankfurt Stock Exchange. Apart from being an independent non-executive Director, Mr. Tam is also the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company.

Mr. Tam has been appointed by the Company for a term of two years until 31 August 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. Tam for the financial year ended 30 June 2012 was HK\$456,000, which was determined with reference to his duties and responsibilities with the Company and the market rate.

As at the Latest Practicable Date, Mr. Tam 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. Mr. Tam 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 pm on 26 September 2011 and would remain suspended pending the satisfaction of the conditions to resumption of trading in the Shares prescribed by the Stock Exchange as 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

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.

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, 31 December 2012 at 10:30 a.m. (the “**Annual General Meeting**”) for the following purposes:

1. (A) To re-elect Mr. Kwok Ho as an executive director of the Company.
- (B) To re-elect Mr. Fung Chi Kin as an independent non-executive director of the Company.
- (C) To re-elect Mr. Tam Ching Ho as an independent non-executive director of the Company.
2. As special business, 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
- (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

NOTICE OF ANNUAL GENERAL MEETING

- (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, 28 November 2012

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 resolutions in No. 1 of this notice, biographical details of the retiring directors proposed for re-election are set out in Appendix I to the circular of the Company dated 28 November 2012 (the “Circular”). Further information in relation to the resolution in No. 2 of this notice is also provided in the Circular.*