



# 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)

## FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 30 NOVEMBER 2010 (or any adjournment thereof)

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ share(s) of HK\$0.10 each in the capital of Chaoda Modern Agriculture (Holdings) Limited (the “Company”), **HEREBY APPOINT<sup>3</sup>** the Chairman of the Annual General Meeting (the “Meeting”),  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Meeting (or any adjournment thereof) to be held at Drawing Room, M/F., Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Tuesday, 30 November 2010 at 10:30 a.m. and vote for me/us and on my/our behalf in respect of the resolutions set out in the notice of the Meeting as indicated below.

	Resolutions	For <sup>4</sup>	Against <sup>4</sup>
1	To receive and consider the audited financial statements, the reports of the directors and auditors for the financial year ended 30 June 2010		
2	To approve the final dividend for the financial year ended 30 June 2010		
3(A)	To re-elect Dr. Li Yan as an executive director of the Company		
3(B)	To re-elect Ms. Huang Xie Ying as an executive director of the Company		
3(C)	To re-elect Mr. Ip Chi Ming as a non-executive director of the Company		
3(D)	To re-elect Ms. Luan Yue Wen as an independent non-executive director of the Company		
3(E)	To authorise the board of directors to fix the directors’ remuneration		
4	To re-appoint Grant Thornton as auditors of the Company and to authorise the board of directors to fix their remuneration		
5(A)	To grant a general mandate to the board of directors to purchase shares of the Company		
5(B)	To grant a general mandate to the board of directors to allot, issue and deal with shares of the Company		
5(C)	Conditional on the passing of resolutions 5(A) and 5(B), the general mandate under resolution 5(B) be extended by the addition of the aggregate number of shares purchased pursuant to the general mandate granted under resolution 5(A)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010. Signature<sup>7</sup>: \_\_\_\_\_

*Notes :*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please strike out “the Chairman of the Annual General Meeting (the “Meeting”), or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST”.** If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
6. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. To be valid, you are requested to lodge this form, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) 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 Meeting or any adjournment thereof.
8. The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.