



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 EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 26 JUNE 2009
(or any adjournment thereof)

I/We¹ _____
of _____,
being the registered holder(s) of² _____ share(s) of HK\$0.10 each in the capital of Chaoda Modern Agriculture (Holdings) Limited (the "Company"), **HEREBY APPOINT**³ the Chairman of the Extraordinary General Meeting (the "Meeting"), or _____
of _____
as my/our proxy to attend the Meeting (or any adjournment thereof) to be held at Room 2705, 27/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 26 June 2009 at 10:30 a.m. and vote for me/us and on my/our behalf in respect of the resolution set out in the notice of the Meeting as indicated below.

ORDINARY RESOLUTION	FOR⁴	AGAINST⁴
To approve the 2009 Agreement, the Proposed Transactions and the Proposed Annual Caps (both as defined and more particularly described in the Circular), to authorise the Directors to execute all documents and do all acts necessary in relation thereto		

Dated this _____ day of _____ 2009 Signature⁵: _____

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 Extraordinary 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 that 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.