



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 10 DECEMBER 2008
(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 Annual General Meeting (the "Meeting"), or _____
of _____

as my/our proxy to attend the Meeting (or any adjournment thereof) to be held at Lounge, M/F., Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Wednesday, 10 December 2008 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	For⁴	Against⁴
1	To receive and consider the audited financial statements, the directors' report and auditors' report for the financial year ended 30 June 2008		
2	To approve the final dividend for the financial year ended 30 June 2008		
3(A)	To re-elect Mr. Fong Jao as an executive director of the Company		
3(B)	To re-elect Mr. Chen Jun Hua as an executive director of the Company		
3(C)	To re-elect Mr. Chan Chi Po, Andy as an executive director of the Company		
3(D)	To re-elect Professor Lin Shun Quan as an independent non-executive director of the Company		
3(E)	To authorise the Directors to fix the remuneration of the Directors		
4	To re-appoint Grant Thornton as auditors of the Company and to authorise the Directors to fix their remuneration		
5(A)	To approve the issue of bonus shares		
5(B)	To grant a general mandate to the Directors to purchase shares of the Company		
5(C)	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company		
5(D)	Conditional on the passing of resolutions 5(B) and 5(C), the general mandate under resolution 5C be extended by the addition of the aggregate number of shares purchased pursuant to the general mandate granted under resolution 5(B)		

Signature⁷: _____

Dated this _____ day of _____ 2008.

Notes:

1. Full name(s) and address(es) are 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, 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. Please insert a "✓" in the spaces opposite to each of the resolutions indicating how you wish the proxy to vote on your behalf. In the absence of any such indication the proxy may vote for or against the resolutions or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. 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 Company's principal office 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 fixed for holding the Meeting or any adjourned Meeting.
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. 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.
8. The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.