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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**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 Tuesday, 30 December 2014 at 10:30 a.m. (the “**Annual General Meeting**”) for the following purposes:

1. (A) To re-elect Mr. Kuang Qiao as an executive director of the Company.
- (B) To re-elect Mr. Chan Chi Po Andy as an executive director of the Company.
- (C) To re-elect Professor Lin Shun Quan as an independent non-executive director of the Company.
2. To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorize 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
- (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**  
**Kwok Ho**  
Chairman

Hong Kong, 27 November 2014

*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, 27<sup>th</sup> 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 2014 (the “**Circular**”). Further information in relation to the resolution in No. 3 of this notice is provided in Appendix II to the Circular.*

*As of the date hereof, the board of directors of the Company comprises:*

- Executive directors : Mr. Kwok Ho, Dr. Li Yan, Ms. Huang Xie Ying, Mr. Kuang Qiao, Mr. Chen Jun Hua and Mr. Chan Chi Po Andy*
- Non-executive director : Mr. Ip Chi Ming*
- Independent non-executive directors : Mr. Fung Chi Kin, Mr. Tam Ching Ho and Professor Lin Shun Quan*