



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

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 APPOINT³** the Chairman of the Meeting, or

_____ of _____
as my/our proxy to attend the Annual General Meeting (or any adjournment thereof) of the Company to be held at Queensway & Victoria, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 25 November 2005 at 10:30 a.m. and vote for me/us and on my/our behalf in respect of the undermentioned resolutions as indicated.

	Resolution	For ⁴	Against ⁴
1	To receive and consider the Audited Financial Statements, Directors' Report and Auditors' Report for the year ended 30 June 2005		
2	To approve the final dividend for the year ended 30 June 2005		
3(i)	To re-elect Ms. Wong Hip Ying as a Director		
3(ii)	To re-elect Mr. Fong Jao as a Director		
3(iii)	To re-elect Professor Lin Shun Quan as a Director		
3(iv)	To re-elect Mr. Chen Jun Hua as a Director		
3(v)	To re-elect Mr. Chan Chi Po, Andy as a Director		
3(vi)	To authorise the Directors to fix the remuneration of the Directors		
4	To re-appoint Auditors of the Company and to authorise the Directors to fix the remuneration of the Auditors		
5A	To grant a general mandate to the Directors to purchase shares of the Company		
5B	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company		
5C	Conditional on the passing of resolutions 5A and 5B, to grant a general mandate to the Directors to allot, issue and deal with shares not exceeding the aggregate number of shares purchased pursuant to the mandate granted under resolution 5A		

Signature⁷: _____

Dated this day of _____ 2005.

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, strike out "the Chairman of 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. Please indicate with a "✓" in the spaces opposite to each of the resolutions 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 need not be a member of the Company but must attend the Meeting in person to represent you.