



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Chaoda Modern Agriculture (Holdings) Limited (the “**Company**”) will be held at Room 2705, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 14 February 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolution as an Ordinary Resolution:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, any ordinary shares of HK\$0.10 each in the share capital of the Company (“**Shares**”) to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as defined below), the existing scheme limit under the share option scheme of the Company adopted by a resolution of the shareholders of the Company passed on 19 June 2002 (the “**Existing Share Option Scheme**”) be refreshed so that the total number of Shares to be allotted and issued pursuant to the grant or exercise of the options under the Existing Share Option Scheme and any other share option scheme(s) of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Existing Share Option Scheme or any other share option scheme(s) of the Company) shall not exceed 10 % of the total number of Shares in issue as at the date of passing this resolution (“**Refreshed Limit**”) and that the directors of the Company be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time), to grant options under the Existing Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options.”

By Order of the Board
Ching Che Man, Susanna
Company Secretary

Hong Kong, 27 January 2006

Notes:

- (a) The register of members of the Company will be closed from 10 February 2006 to 14 February 2006 (both days inclusive), during which period no transfer of shares in the Company can be registered.
- (b) All completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars in Hong Kong, Abacus Share Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 9 February 2006.

- (c) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a shareholder of the Company.
- (d) To be valid, a form of proxy in the prescribed form 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 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. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Registered Office:

P.O. Box 309, Uglund House
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Principal Office in Hong Kong:

Room 2705, 27th Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

As at the date hereof, the Board comprises seven executive directors, namely, Mr Kwok Ho, Mr Ip Chi Ming, Dr Lee Yan, Ms Wong Hip Ying, Mr Fong Jao, Mr Chen Jun Hua and Mr Chan Chi Po, Andy and four independent non-executive directors, namely, Mr Fung Chi Kin, Mr Tam Ching Ho, Professor Lin Shun Quan and Ms Luan Yue Wen.

Please also refer to the published version of this announcement in the South China Morning Post.