



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 2 AUGUST 2006

(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 APPOINT³** the Chairman of the Extraordinary General Meeting (the "Meeting"), or _____
of _____ as my/our proxy to attend the Meeting (or any adjournment thereof) of the Company to be held at Room 2705, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 2 August 2006 at 10:00 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.

Ordinary Resolution	For ⁴	Against ⁴
To approve the Agreement, the Transactions and/or the Proposed Annual Caps and to authorize the Directors of the Company to execute all documents and do all acts necessary in relation thereto		

Special Resolution	For ⁴	Against ⁴
To amend the existing Articles of Association of the Company		

Signature⁷: _____

Dated this _____ day of _____ 2006.

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 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. Please indicate with a "✓" in the spaces opposite to the resolution 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 resolution 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.