



**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 Queensway & Victoria, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Thursday, 25 November 2004 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of directors and the auditors for the year ended 30 June 2004.
2. To approve the final dividend and the special dividend for the year ended 30 June 2004.
3. To re-elect the retiring directors of the Company and to authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors.
4. To re-appoint auditors and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments the following resolutions as **Ordinary Resolutions**:—

**(A) “THAT**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to purchase or otherwise acquire shares in the capital of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised by The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong for this purpose, subject to and in accordance with all applicable laws and the requirements of the Hong Kong Code on Share Repurchase and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 purchased 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 upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

**(B) “THAT**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue; or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; or (c) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% 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
- (iv) 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 upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.

**“Rights Issue”** means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

**(C) “THAT**

conditional upon the passing of the resolutions set out in paragraphs 5(A) and 5(B) of the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 5(B) of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the directors of the Company under the resolution set out in paragraph 5(A) of the notice convening this meeting, provided that such amount 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.”

6. To consider and, if thought fit, pass the following resolutions as **Special Resolutions**:—

**(A) “THAT**

all references to the “Companies Law (2000 Revision)” in the memorandum of association of the Company (“Existing Memorandum of Association”) be deleted in their entirety and be replaced with the “Companies Law (2004 Revision)”. ”

**(B) “THAT**

(i) The following new definitions be added to Article 2 of the articles of association of the Company (“Existing Articles of Association”):

- |                            |   |
|----------------------------|---|
| ““Associates”              | “Associates” shall have the same meaning as defined in the Listing Rules;”              |
| ““corporate communication” | “corporate communication” shall have the same meaning as defined in the Listing Rules;” |
| ““%”                       | “%” shall mean per cent.”   |

- (ii) The definitions of “the Companies Law/the Law”, “electronic” and “recognised clearing house” in Article 2 of the Existing Articles of Association be deleted in their entirety and be replaced by the following new definitions:

““the Companies Law/the Law” “the Companies Law” or “the Law” shall mean the Companies Law (2004 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”

““electronic” “electronic” shall have the meaning given to it in The Electronic Transactions Law 2003 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”

““recognised clearing house” “recognised clearing house” shall mean a “recognised clearing house” within the meaning of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force;”

- (iii) The definition of “registration office” in Article 2 of the Existing Articles of Association be deleted in its entirety.
- (iv) The words “or by its duly authorised representative” be added immediately after the words “or representing by proxy” and “and that any holder of shares of the class present in person” in the last sentence of paragraph (a) of Article 6 of the Existing Articles of Association.
- (v) The words “or, to the extent permitted by and in accordance with the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided,” be added immediately after the words “The register may, on 14 days’ notice being given by advertisement published in the newspapers,” in the first sentence of paragraph (c) of Article 15 of the Existing Articles of Association.
- (vi) The words “or given by electronic means” be added immediately after the words “Notice of call may be published in newspapers” in the heading of Article 28 of the Existing Articles of Association.
- (vii) The words “or, to the extent permitted by and in accordance with the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided” be added immediately after the words “and places appointed for payment may be given to the members affected by notice published in the newspapers” in Article 28 of the Existing Articles of Association.
- (viii) The words “or, to the extent permitted by and in accordance with the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided” be added immediately after the words “The registration of transfers may, on 14 days’ notice being given by advertisement published in the newspapers” in Article 44 of the Existing Articles of Association.

- (ix) The words “or, in the case of corporations, their duly authorised representatives” be added immediately after the words “members of the Company entitled to attend and vote thereat or their proxies” in paragraph (b)(i) in Article 73 of the Existing Articles of Association.
- (x) The words “or, in the case of a corporation, by its duly authorised representative” be added immediately after the words “For all purposes the quorum for a general meeting shall be two members present in person” in the first sentence of Article 76 of the Existing Articles of Association.
- (xi) The words “, in the case of a corporation, its duly authorised representative or by” be added immediately before the words “proxy shall be a quorum and may transact the business for which the meeting was called” in Article 77 of the Existing Articles of Association.
- (xii) The words “whether in person or represented by proxy or represented by its duly authorised representative” be added immediately before the words “shall choose one of their own number to be Chairman” in Article 78 of the Existing Articles of Association.
- (xiii) Article 80 of the Existing Articles of Association be deleted in its entirety and be replaced by the following new Article 80 headed “Right to demand a poll and what is to be evidence of the passing of a resolution where poll not demanded”:

“80. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded or is required under the Listing Rules. A poll may be demanded by:

- (a) the Chairman of the meeting; or
- App13  
Part B  
r.2(3) (b) at least five members present in person or, in the case of a corporation, by its duly authorised representative or by proxy and entitled to vote; or
- App13  
Part B  
r.2(3) (c) any member or members present in person or, in the case of a corporation, by its duly authorised representative or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person or, in the case of a corporation, by its duly authorised representative or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so demanded or required and in the former case, not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company’s book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”

- (xiv) The words “or required” be added immediately after the words “is demanded” and “was demanded” in paragraph (a) of Article 81 and Article 83 of the Existing Articles of Association.
- (xv) Article 85 of the Existing Articles of Association be re-numbered as Article 85A.
- (xvi) The following new Article 85B headed “Counting of votes App 3 r.14” be inserted immediately after Article 85A of the Existing Articles of Association (as amended pursuant to paragraph (xv) above):
- “85B. Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”
- (xvii) The words “by its duly authorised representative or” be added immediately after the words “Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or” in the first sentence of Article 87 of the Existing Articles of Association.
- (xviii) The words “or by its duly authorised representative” be added immediately before the words “or by proxy at any general meeting” in the last sentence of paragraph (a) of Article 89 of the Existing Articles of Association.
- (xix) The words “Article 85” in the last sentence of paragraph (b) of Article 96 of the Existing Articles of Association be deleted in their entirety and be replaced with “Articles 85A and 85B”.
- (xx) Paragraph (c) of Article 107 of the Existing Articles of Association be deleted in its entirety and be replaced by the following new paragraph headed “Director may not vote where he has a material interest App 3 r.4(1)”:
- “(c) A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board approving any contract or arrangement or proposal in which he or any of his Associates has a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters, namely:
- (i) the giving of any security or indemnity by the Company either:
    - (aa) to the Director or any of his Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
    - (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his Associates has himself or themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by giving of security;

- (ii) any proposal concerning an offer of the shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his Associates is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any contract or arrangement in which the Director or any of his Associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his or their interest in shares or debentures or other securities of the Company;
- (iv) any contract, arrangement or proposal concerning any other company (not being a company in which the Director and any of his Associates in aggregate own 5% or more, within the meaning described in Article 107(d)) is/are interested, whether directly or indirectly, as an officer, an executive or a shareholder;
- (v) any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including:
  - (aa) the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme which relates to the Directors, their Associates and the employees of the Company or of any of its subsidiaries and does not give in respect of any Director or any of his Associates as such any privilege or advantage not generally accorded to the class of persons to whom such scheme or fund relates; and
  - (bb) the adoption, modification or operation of any employees' share scheme or any share option scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of, the employees of the Company or its subsidiaries under which the Director and/or any of his Associates may benefit."

(xxi) Paragraphs (e) and (f) of Article 107 of the Existing Articles of Association be deleted in their entirety.

(xxii) Paragraph (d) of Article 107 of the Existing Articles of Association be re-numbered as paragraph (f).

(xxiii) The following new paragraphs (d) and (e) be added to Article 107 of the Existing Articles of Association:

“(d) A company shall be deemed to be a company in which a Director and any of his Associates in aggregate own 5% or more if and so long as (but only if and so long as) he and any of his Associates in aggregate are (either directly or indirectly) the holders of any class of the equity share capital of such company or of the voting rights available to members of such company. For the purpose of this paragraph (d), there shall be disregarded any shares held by a Director or any of his Associates as bare or custodian trustee(s) and in which he has no beneficial interest, any shares comprised in a trust in which the Director's or any of his Associates' interest

is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or any of his Associates is interested only as a unit holder.

- (e) Where a company in which a Director and any of his Associates in aggregate own 5% or more (within the meaning described in Article 107(d)) is materially interested in such transaction, then that Director shall also deemed to be materially interested in such transaction.”

(xxiv) The following new paragraph (g) headed “Who to decide whether a Director may vote” be added to Article 107 of the Existing Articles of Association:

- “(g) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of the meeting) or any of his Associates or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director (other than the Chairman of the meeting) to vote or be counted in a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director or any of his Associates concerned has not been fairly disclosed to the Board. If a question arises at any time as to the materiality of the interest of the Chairman of the meeting or that of his Associates or as to his entitlement to vote or be counted in a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in quorum, such question shall be decided by a resolution of the Board present at the meeting (excluding the Chairman) whose majority vote shall be conclusive and binding on all concerned except in a case where the nature or extent of the interest of the Chairman or any of his Associates concerned has not been fairly disclosed to the Board.”

(xxv) The words “(as defined in Article 107(f) above)” be deleted in its entirety in paragraph (c)(i) of Article 112 of the Existing Articles of Association.

(xxvi) Article 120 of the Existing Articles of Association be deleted in its entirety and be replaced by the following new Article 120A headed “Notice to be given when person proposed for election” and new Article 120B headed “App 3 r.4(4) r.4(5)”:

“120A. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing from a member (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose that person for election as Director and notice in writing by that person of his willingness to be elected as a Director shall been lodged with the principal office of the Company in Hong Kong.

120B. Unless otherwise determined by the Board and notified by the Company to the members, the period for lodgment of the notices referred to in Article 120A shall be a 7-day period commencing on the date after the despatch of the notice of the meeting appointed for such election of Director(s) and ending



on the date falling 7 days after the despatch of the said notice of the meeting. If the Board should so determine and notify the members of a different period for lodgment of the said notices referred to in Article 120A, such period shall in any event be a period not less than 7 days, commencing no earlier than the day after the despatch of the said notice of the meeting and ending no later than 7 days prior to the date of such meeting.”

(xxvii) The words “and documents” be added immediately after the words “Service of notices” in the heading of paragraph (a) of Article 167 of the Existing Articles of Association.

(xxviii) The words ““corporate communication” within the meaning ascribed thereto under the rules of the Exchange” be deleted in its entirety in paragraph (a) of Article 167 of the Existing Articles of Association and be replaced with the words “corporate communication”.

(xxix) The reference to “The Companies Law (2000 Revision)” on the front page of the Existing Articles of Association be deleted in its entirety and be replaced with “The Companies Law (2004 Revision)”.

(C) **“THAT**

the amended and restated memorandum and articles of association of the Company in the form tabled at the meeting, and initialled by the Chairman for the purposes of identification, be and are hereby adopted in substitution for the Existing Memorandum of Association and the Existing Articles of Association, reflecting all of the amendments set out in the resolutions set out in the paragraphs 6(A) and 6(B) of the notice convening this meeting.”

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

Hong Kong, 29 October 2004

*Notes:*

1. The register of members of the Company will be closed from 19 November 2004 (Friday) to 25 November 2004 (Thursday), both days inclusive, during which period no transfer of shares in the Company can be registered.
2. In order to qualify for the final dividend and the special dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars in Hong Kong, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on 18 November 2004 (Thursday).
3. Any shareholder of the Company entitled to attend and vote at the annual general meeting is entitled to appoint one or more separate proxies to attend and, on a poll, to vote on his behalf. A proxy need not be a shareholder of the Company.
4. 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 principal office of the Company 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 appointed for holding the Annual General Meeting or any adjournment thereof.

5. In relation to resolution numbered 3 set out in this notice, the biographical details and interests in the shares of the Company of the directors of the Company who will retire at the annual general meeting and, being eligible, offer themselves for re-election as directors of the Company, namely Mr. Kwok Ho, Mr. Ip Chi Ming, Dr. Lee Yan and Madam Luan Yue Wen, are set out in the sections headed “Profiles of Directors and Senior Executives”, “Directors’ and Chief Executives’ Interests in Securities” and “Directors’ Remuneration” in the 2004 Annual Report.
6. A circular setting out further information regarding resolutions numbered 5 and 6 as set out in this notice has been sent to the shareholders of the Company together with the 2004 Annual Report.

As at the date of this announcement, the Board comprises six executive directors, namely, Mr. Kwok Ho, Mr. Ip Chi Ming, Dr. Lee Yan, Mr. Chan Hong, Ms. Wong Hip Ying and Mr. Fong Jao, and four independent non-executive directors, namely, Mr. Fung Chi Kin, Mr. Tam Ching Ho, Professor Lin Shun Quan and Madam Luan Yue Wen.