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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 30 DECEMBER 2014**

At the annual general meeting of Chaoda Modern Agriculture (Holdings) Limited (the **Company**) held on 30 December 2014 (the **Annual General Meeting**), the proposed resolutions as set out in the notice of Annual General Meeting dated 27 November 2014 were taken by poll.

The board of directors of the Company (the **Board**) announces that the poll results in respect of the proposed resolutions are as follows:

Ordinary Resolutions		Number of votes (%)*	
		For	Against
1(A)	To re-elect Mr. Kuang Qiao as an executive director of the Company.	1,190,158,271 (61.96%)	730,792,938 (38.04%)
1(B)	To re-elect Mr. Chan Chi Po Andy as an executive director of the Company.	817,072,268 (42.53%)	1,103,878,941 (57.47%)
1(C)	To re-elect Professor Lin Shun Quan as an independent non-executive director of the Company.	1,179,092,426 (61.38%)	741,858,783 (38.62%)

Ordinary Resolutions		Number of votes (%) <sup>*</sup>	
		For	Against
2	To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	1,469,739,978 (83.38%)	293,030,400 (16.62%)
3	To grant a general mandate to the directors of the Company to repurchase shares of the Company.	1,899,648,290 (99.79%)	4,076,000 (0.21%)
<p><b>Except for resolution numbered 1(B) above, the resolutions proposed at the Annual General Meeting were duly passed as ordinary resolutions as more than 50% of the votes were cast in favour of such resolutions.</b></p> <p><b>As less than 50% of the votes were cast in favour of the resolution numbered (1B) above, such resolution with regard to the re-election of an executive director of the Company did not carry.</b></p>			

\* All percentages were rounded to 2 decimal places.

As at the date of the Annual General Meeting:

1. the issued share capital of the Company was 3,291,302,491 shares, which was the total number of shares entitling the shareholders of the Company (the **Shareholders**) to attend and vote on the resolutions proposed at the Annual General Meeting; and
2. there was no restriction on the Shareholders to cast votes on the resolutions proposed at the Annual General Meeting.

No party has stated its intention in the Company's circular dated 27 November 2014 to vote against or to abstain from voting on any resolutions proposed at the Annual General Meeting.

Tricor Abacus Limited, the share registrar and transfer office of the Company, acted as the scrutineer for the vote-taking at the Annual General Meeting.

## **RETIREMENT OF DIRECTOR**

As a result of the above poll results and in accordance with Article 116 of the Company's Articles of Association, Mr. Chan Chi Po Andy (**Mr. Andy Chan**) retired as a director of the Company with effect from the conclusion of the Annual General Meeting. Mr. Andy Chan has confirmed to the Board that there is no matter in relation to his retirement that needs to be brought to the attention of the Shareholders.

Mr. Andy Chan will continue to serve as the Chief Financial Officer of the Company.

The Board would like to extend its appreciation to Mr. Andy Chan for his valuable contributions during the tenure of his directorship with the Company.

**By Order of the Board**  
**Chaoda Modern Agriculture (Holdings) Limited**  
**Kwok Ho**  
**Chairman**

Hong Kong, 30 December 2014

*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 and Mr. Chen Jun Hua*

*Non-executive director* : *Mr. Ip Chi Ming*

*Independent non-executive directors* : *Mr. Fung Chi Kin, Mr. Tam Ching Ho and Professor Lin Shun Quan*