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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)

ANNUAL GENERAL MEETING HELD ON 30 DECEMBER 2011
POLL RESULTS

AND

ADJOURNMENT OF ANNUAL GENERAL MEETING

AND

RETIREMENT OF AN EXECUTIVE DIRECTOR

Reference is made to the letter from the board of directors (the “**Letter**”) of Chaoda Modern Agriculture (Holdings) Limited (the “**Company**”) set out on pages 3 to 5 of the circular of the Company (the “**Circular**”), both dated 28 November 2011. Unless otherwise defined, all capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS

As the materials for consideration for the resolutions numbered 1, 2, 4, 5(A) to 5(C) stated in paragraph 2 of the Letter have not been provided to the Shareholders 21 days before the Annual General Meeting, only resolution numbered 3 in respect of the re-election of the Retiring Directors in the Notice was put to vote of the Annual General Meeting.

The poll results in respect of the resolutions proposed at the Annual General Meeting are as follows:

Resolutions		Number of votes (%)*	
		For	Against
3(A)	To re-elect Mr. Kuang Qiao as an executive director of the Company.	996,202,248 (54.76%)	823,089,730 (45.24%)
3(B)	To re-elect Mr. Chen Jun Hua as an executive director of the Company.	807,860,909 (44.41%)	1,011,431,070 (55.59%)
3(C)	To re-elect Mr. Chan Chi Po Andy as an executive director of the Company.	995,687,429 (54.68%)	825,406,550 (45.32%)
3(D)	To re-elect Professor Lin Shun Quan as an independent non-executive director of the Company.	988,608,443 (54.31%)	831,639,535 (45.69%)
3(E)	To authorise the board of directors to fix the directors' remuneration.	701,864,047 (42.43%)	952,307,652 (57.57%)
<p>Except for numbered 3(B) and 3(E) 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.</p> <p>As less than 50% of the votes were cast in favour of the resolutions numbered 3(B) and 3(E) as proposed at the Annual General Meeting, such resolutions in relation to the re-election of Mr. Chen Jun Hua as an executive director of the Company and the authorisation given to the board of directors to fix the directors' remuneration did not carry.</p>			

* All percentages were rounded to 2 decimal places.

As at the date of the Annual General Meeting, the issued share capital of the Company was 3,291,302,491 shares, which was the total number of shares entitling the shareholders to attend and vote for or against all resolutions proposed at the Annual General Meeting. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions 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.

ADJOURNMENT OF ANNUAL GENERAL MEETING

The Annual General Meeting has been adjourned to a date to be further announced by the Company (“**Adjourned Annual General Meeting**”). Apart from resolution numbered 3, other business set out in the Notice will be transacted at the Adjourned Annual General Meeting.

Forms of proxy already deposited with the Company for the purpose of the Annual General Meeting will remain valid at the Adjourned Annual General Meeting.

RETIREMENT OF AN EXECUTIVE DIRECTOR

As a result of the above poll results and in accordance with Article 116 of the Articles of Association, Mr. Chen Jun Hua shall retain office until the close of the Annual General Meeting. Hence, Mr. Chen will cease to be the executive director of the Company with effect from the close of the Adjourned Annual General Meeting. The Company will publish a separate announcement in respect of his retirement after the Adjourned Annual General Meeting.

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

Hong Kong, 30 December 2011

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, Mr. Chen Jun Hua and Mr. Chan Chi Po Andy*

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

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