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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)**

**DISCLOSEABLE TRANSACTION  
IN RELATION TO PLACING OF SHARES IN  
ASIAN CITRUS HOLDINGS LIMITED**

The Board announced that on 22 November 2011, the Placing Agent and the Vendor, a wholly-owned subsidiary of the Company, entered into the Placing Agreement pursuant to which the Placing Agent has agreed to place on a best effort basis for approximately 100,000,000 Placing Shares on behalf of the Vendor at a price of HK\$4.66 per Placing Share.

As the applicable percentage ratios under Rule 14.06 of the Listing Rules applicable to the Placing exceed 5% but are below 25%, the Placing constitutes a discloseable transaction for the Company under the Listing Rules.

**THE PLACING**

The Board announced that on 22 November 2011, the Vendor, a wholly-owned subsidiary of the Company, entered into the Placing Agreement with the Placing Agent. The principal terms and provisions of the Placing Agreement are set out below.

**THE PLACING AGREEMENT**

**Date**

22 November 2011

## **Placing**

The Placing Agent has agreed to place on a best effort basis for approximately 100,000,000 Placing Shares on behalf of the Vendor at a price of HK\$4.66 per Placing Share.

The placees, being professional or institutional investors, are independent investors not connected with or acting in concert with ACHL or ACHL Group, their respective directors, chief executive or substantial shareholder or any of their respective associates.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent, the placees and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

The Placing Agent will receive a placing commission at 1% of the Placing Price for the Placing Shares. The Directors are of the view that the placing commission is fair and reasonable.

## **Placing Shares**

The Placing Shares in aggregate represent approximately 8.20% of the total issued share capital of ACHL as at the date of this announcement. Immediately after completion of the Placing, the Group will be interested in 5.39% of the total issued share capital of ACHL.

## **Placing Price**

The Placing Price is HK\$4.66 per Placing Share and represents:

- (i) a discount of approximately 7% to the closing price of HK\$5.02 per ACHL Share as quoted on the Stock Exchange on 22 November 2011, being the date of the Placing Agreement;
- (ii) a discount of approximately 11% to the average closing price of HK\$5.212 per ACHL Share as quoted on the Stock Exchange for the last 5 consecutive trading days up to and including the date of the Placing Agreement;
- (iii) a discount of approximately 12% to the average closing price of HK\$5.285 per ACHL Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including the date of the Placing Agreement;

The Placing Price was determined after arm's length negotiations between the Vendor and the Placing Agent by reference to market conditions and the share price of ACHL. The Directors consider that the Placing Price and the terms of the Placing are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## Completion

The Placing will be completed upon the payment of the net proceeds of the Placing to the designated bank account of the Vendor on the next two trading day after the trade date on 23 November 2011.

## INFORMATION ON ACHL

ACHL is the largest orange plantation owner and single largest orange producer in the PRC. Its principal activities include planting, cultivation and sale of agricultural produce, manufacture and sale of fruit juice concentrates, fruit purees, frozen fruits and vegetables.

Set out below is the audited financial information of the ACHL Group extracted from its annual reports for the two financial years ended 30 June 2010 and 2011:

	<b>For the financial year ended 30 June 2011 RMB'000</b>	<b>For the financial year ended 30 June 2010 RMB'000</b>
Turnover	1,412,621	812,482
Profit before income tax	1,121,277	587,321
Profit for the year	1,119,492	585,467

## REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is a leading modern agricultural enterprise in the PRC engaged in the growing and sale of crops and the breeding and sales of livestock in the PRC, with substantially all of its assets and operations based in the PRC.

In view of the market volatility, the Directors consider that it is in the best interests of the shareholders of the Company to carry out the disposal of the Placing Shares. The maximum gross proceeds from the Placing will be approximately HK\$466 million and the net proceeds from the Placing will be approximately HK\$461 million, which will be used for general working capital of the Group.

The Company estimates to recognise a loss of approximately HK\$91 million in the accounts of the Company taking into account the net proceeds to be received immediately upon completion of the Placing.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“ACHL”	Asian Citrus Holdings Limited, a company incorporated in the Bermuda with limited liabilities whose shares are listed on the Stock Exchange (Stock Code: 73) and Alternative Investment Market of the London Stock Exchange (ACHL)
“ACHL Group”	: ACHL and its subsidiaries
“ACHL Shares”	: ordinary shares of HK\$0.01 each in the issued share capital of ACHL
“Board”	: board of directors of the Company
“Company”	: Chaoda Modern Agriculture (Holdings) Limited, an exempted company incorporated in the Cayman Islands with limited liabilities whose shares are listed on the Stock Exchange (Stock Code: 682)
“Directors”	: directors of the Company
“Group”	: the Company and its subsidiaries
“HK\$”	: Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	: the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	: the Rules Governing the Listing of Securities on the Stock Exchange
“Placing”	the placing of the Placing Shares pursuant to the Placing Agreement;
“Placing Agent”	: Metro Capital Securities Limited
“Placing Agreement”	: the placing agreement dated 22 November 2011 between the Vendor and the Placing Agent relating to the placing of the Placing Shares
“Placing Price”	: HK\$4.66 per Placing Share

“Placing Shares”	: 100,000,000 ACHL Shares currently held by the Vendor to be placed under the Placing Agreement, representing approximately 8.20% of the total issued share capital of ACHL as at the date of this announcement
“PRC”	: The People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	: Huge Market Investments Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Company
“%”	: per cent.

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

Hong Kong, 23 November 2011

*As of the date hereof, the board of directors of the Company comprises:*

<i>Executive directors</i>	: <i>Mr. Kwok Ho, Dr. Li Yan, Ms. Huang Xie Ying, Mr. Kuang Qiao, Mr. Chen Jun Hua and Mr. Chan Chi Po Andy</i>
<i>Non-executive director</i>	: <i>Mr. Ip Chi Ming</i>
<i>Independent non-executive directors</i>	: <i>Mr. Fung Chi Kin, Mr. Tam Ching Ho, Professor Lin Shun Quan and Ms. Luan Yue Wen</i>