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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 16 DECEMBER 2016**

Reference is made to the circular (the “Circular”) of Chaoda Modern Agriculture (Holdings) Limited (the “Company”) dated 25 October 2016. Unless otherwise defined, all capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS

At the Annual General Meeting held on 16 December 2016, all proposed resolutions as set out in the notice of Annual General Meeting dated 25 October 2016 (the “2016 AGM Notice”) were taken by poll.

The Board announces that the poll results in respect of each of the proposed resolutions are as follows:

		Number of votes (%)*	
		For	Against
Ordinary Resolutions			
1	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of directors and the auditors of the Company for the financial year ended 30 June 2016.	786,883,466 (98.46%)	12,348,030 (1.54%)
2(A)	To re-elect Mr. Yang Gang as an executive director of the Company.	796,649,466 (99.68%)	2,582,030 (0.32%)

Ordinary Resolutions		Number of votes (%)*	
		For	Against
2(B)	To re-elect Mr. Zhang Chang Man as an executive director of the Company.	763,942,493 (95.58%)	35,289,003 (4.42%)
2(C)	To re-elect Mr. Ip Chi Ming as a non-executive director of the Company.	754,682,044 (94.44%)	44,467,713 (5.56%)
3	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.	799,231,466 (99.99%)	30 (0.01%)
4(A)	To grant a general mandate to the directors of the Company to buy-back shares of the Company. ^(Note)	799,233,707 (100.00%)	0 (0.00%)
4(B)	To grant a general mandate to the directors of the Company to allot, issue and deal with shares of the Company. ^(Note)	696,770,992 (87.18%)	102,462,715 (12.82%)
4(C)	Conditional on the passing of resolutions 4(A) and 4(B), the general mandate under resolution 4(B) be extended by the addition of the aggregate number of shares buy-back pursuant to the general mandate granted under resolution 4(A). ^(Note)	699,674,150 (87.54%)	99,557,346 (12.46%)
<p>As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions.</p>			

* All percentages were rounded to 2 decimal places.

Note: The full text of resolutions 4(A) to 4(C) are set out in the 2016 AGM Notice.

As at the date of the Annual General Meeting:

1. there were 3,292,902,491 Shares in issue, which were the total number of Shares entitling 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 his/her/its intention in the Circular 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 AN EXECUTIVE DIRECTOR

Ms. Huang Xie Ying (“Ms. Huang”) has been an executive director of the Company since September 2003 and has served the Group for over 19 years. She has provided valuable service and support to the Group during her tenure of office. As Ms. Huang did not offer herself for re-election due to her retirement. She retired as an executive director of the Company upon conclusion of the Annual General Meeting. Ms. Huang confirmed that she had no disagreement with the Board and there were no matters relating to her retirement that needed to be brought to the attention of the Shareholders.

The Board would like to express its sincere appreciation and gratitude to Ms. Huang for her service and valuable contribution made to the Group.

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

Hong Kong, 16 December 2016

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

Executive directors : *Mr. Kwok Ho, Mr. Kuang Qiao, Mr. Yang Gang and Mr. Zhang Chang Man*

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

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