



**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)**

**FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 16 DECEMBER 2022**  
**(or any adjournment thereof)**

I/We<sup>1</sup>, \_\_\_\_\_,  
of \_\_\_\_\_,  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ share(s) of HK\$0.10 each in the capital of Chaoda Modern Agriculture (Holdings) Limited (the “**Company**”), **HEREBY APPOINT**<sup>3</sup> the Chairman of the Annual General Meeting (the “**Meeting**”), or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Meeting (or any adjournment thereof) to be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 16 December 2022 at 10:30 a.m. and vote for me/us and on my/our behalf in respect of the resolutions set out in the notice of the Meeting as indicated below or, if no indication is given, as my/our proxy thinks fit.

<b>Ordinary Resolutions*</b>		<b>For<sup>4</sup></b>	<b>Against<sup>4</sup></b>
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 2022.		
2(A)	To re-elect Mr. Ip Chi Ming as a non-executive director of the Company.		
2(B)	To re-elect Professor Lin Shun Quan as an independent non-executive director of the Company.		
2(C)	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
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.		
4(A)	To grant a general mandate to the directors of the Company to buy back shares of the Company.		
4(B)	To grant a general mandate to the directors of the Company to allot, issue and deal with shares of the Company.		
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 bought back pursuant to the general mandate granted under resolution 4(A).		
<b>Special Resolution*</b>			
5	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the amended and restated memorandum and articles of association of the Company (the “ <b>Amended M&amp;A</b> ”) in substitution for and to the exclusion of the existing memorandum and articles of association of the Company, and authorise any director or the company secretary of the Company to do all things necessary to give effect to the proposed amendments and the adoption of the Amended M&A, and the registered office provider of the Company be authorised to attend to all necessary filings to give effect to the adoption of the Amended M&A.		

\* The full text of each of the resolutions are set out in the notice of the Meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature<sup>5</sup>: \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares of HK\$0.10 each in the Company (the “**Shares**”) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please strike out “the Chairman of the Annual General Meeting (the “**Meeting**”), or” and insert the name and address of the proxy desired in the space provided. A proxy needs not be a member of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST”.** If the form of proxy returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed either under its common seal or under the hand of any officer or attorney or other person duly authorised.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. To be valid, you are requested to lodge this form, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday in Hong Kong) before the time appointed for holding the Meeting (or any adjournment thereof).