

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PROPOSED AMENDMENTS
TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by the board of directors (the “**Board**”) of Chaoda Modern Agriculture (Holdings) Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board announces that, in order to bring the constitution of the Company in line with the latest legal and regulatory requirements, in particular, the amendments made to Appendix 3 to the Listing Rules (which came into force on 1 January 2022), to the extent appropriate and necessary so as to conform to the uniform set of 14 core standards for shareholder protection for issuers regardless of their place of incorporation as set out in Appendix 3 to the Listing Rules, and to make house-keeping changes to conform generally to market practice, the Listing Rules and the applicable laws of the Cayman Islands that are currently in force and other consequential changes in connection with such amendments, the Board proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) to amend the existing memorandum and articles of association (the “**M&A**”) of the Company (the “**Proposed Amendments**”) at the forthcoming annual general meeting of the Company (the “**AGM**”).

The major changes that are to be brought about by the Proposed Amendments are broadly summarized as below:

- expressly empowering the chairman of a general meeting to take certain actions in order to ensure an orderly general meeting;
- including the requirement to hold an annual general meeting in each financial, rather than calendar, year;
- including the right of any shareholder(s) holding a minimum percentage (of not less than 10%) of the issued share capital of the Company carrying the right to vote to

- convene an extraordinary general meeting;
- providing that all directors appointed by the Board, whether to fill a casual vacancy or as an addition to the Board, shall hold office until the first annual general meeting of the Company after his appointment, at which time they shall retire and be eligible for re-election;
 - revising the exceptions to the matters on which a director must abstain from voting at a meeting of the directors;
 - specifying that all members have the right to speak and vote at general meetings, unless specifically required to abstain from voting under the Listing Rules;
 - requiring an ordinary, rather than special, resolution of shareholders to remove the Company's auditors; and
 - reflecting the current address of the registered office of the Company.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the upcoming AGM. A circular containing, among other things, details of the Proposed Amendments and the notice of the AGM is expected to be despatched to the Shareholders, together with the annual report of the Company for the financial year ended 30 June 2022, in accordance with the Listing Rules in due course.

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

Hong Kong, 28 September 2022

As at the date of this announcement, the board of directors of the Company comprises:

Executive directors : *Mr. Kwok Ho and Mr. Kuang Qiao*

Non-executive director : *Mr Ip Chi Ming*

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