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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)**

**US\$200 MILLION 3.7% SECURED GUARANTEED  
CONVERTIBLE BONDS DUE 2015  
(THE “CONVERTIBLE BONDS”)**

**ISIN: XS0534992796**

**EARLY REDEMPTION  
OF THE CONVERTIBLE BONDS**

This announcement is issued by Chaoda Modern Agriculture (Holdings) Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the terms and conditions (the “**Terms and Conditions**”) of the Convertible Bonds.

Reference is made to the announcement of the Company dated 17 August 2010 relating to, among others, the placement and the Terms and Conditions of the issue of the Convertible Bonds. Unless otherwise defined, all capitalised terms used in this announcement have the same meanings as defined in the Terms and Conditions.

The Company announces that it has been notified by the Trustee that holders (the “**Redeeming Holders**”) of Convertible Bonds in an aggregate principal amount of US\$195,400,000, representing 97.7% of the outstanding Convertible Bonds, have indicated that they intended to exercise their right of redemption under Condition 8(E) of the Terms and Conditions, namely, on account of the continued suspension of the Company’s shares on The Stock Exchange of Hong Kong Limited for 60 days.

As advised by the legal advisers to the Company, 60 days of suspension in Condition 8(E) of the Terms and Conditions means 60 trading days. Accordingly, the due date for redemption is 2 March 2012 (the “**Date of Redemption**”).

Despite that the Date of Redemption has yet to arrive, the Company was remitted US\$195,400,000 on 14 February 2012 to the Trustee for an intended early settlement of the principal amount of the Convertible Bonds held by the Redeeming Holders. The Company will be liaising with the Trustee to compute the interest payable, and has set aside sufficient cash for payment of any interest payable. Any interest payable will likewise be remitted to the Trustee for payment to the Redeeming Holders.

Since the principal amount of the Convertible Bonds remaining outstanding (the “**Remaining Bonds**”) will, immediately following the early redemption of those held by the Redeeming Holders, be less than 10% of the aggregate principal amount of the Convertible Bonds upon their original issue, the Company intends to exercise its right of redemption under Condition 8(C) of the Terms and Conditions and will serve notices of redemption to the holders of the Remaining Bonds in accordance with the Terms and Conditions in due course.

The redemption of the Convertible Bonds will be satisfied by the Company out of its internal resources. The Convertible Bonds will be cancelled upon their redemption and will not be re-issued.

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

Hong Kong, 15 February 2012

*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*