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CODE AGRICULTURE (HOLDINGS) LIMITED

科地農業控股有限公司

(Incorporated in the Bermuda with limited liability)

(Stock Code: 8153)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders of Code Agriculture (Holdings) Limited (the “**Company**”) will be held at Rooms 3808-10, 38/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 18 May 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the entering into of the asset transfer agreement dated 8 April 2011 (the “**Agreement**”, a copy of which has been produced to the meeting marked “A” and initialled by the Chairman of the meeting for the purpose of identification) among Jiangsu Kedi Modern Agricultural Company Limited* (江蘇科地現代農業有限公司) (the “**Vendor**”), Jiangsu Yonglu Fertilizer Limited* (江蘇永祿肥料有限公司) (the “**Purchaser**”), the Company and Cyberland (China) Limited, whereby (i) the Vendor has agreed to sell and the Purchaser has agreed to purchase certain property and equipment; and (ii) the total consideration payable by the Purchaser to the Vendor will be settled by offsetting an equivalent amount of the convertible bonds issued by the Company to Cyberland (China) Limited, on the terms and conditions as set out in the Agreement, and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified; and

* *For identification purpose only*

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things, and to sign and execute all such further documents and to take all such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to implement and/or give full effect to or in connection with the Agreement and the transactions contemplated thereunder.”

On behalf of the Board
Code Agriculture (Holdings) Limited
Wong Man Hung Patrick
Director

Hong Kong, 29 April 2011

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and principal place of

business:

Rooms 3808-10, 38/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent him/her.
2. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Abacus Ltd. at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting concerned and, in such event, his/her form of proxy shall be deemed to have been revoked.
4. In the case of joint holders of a share of the Company, any one of such joint holders may vote at the meeting either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share of the Company stands shall for this purpose be deemed joint holders thereof.

At the date of this announcement, the executive Directors are Ms. Jingquan Yingzi, Mr. Wong Man Hung Patrick, Mr. Shan Xiaochang, Mr. Wu Zhongxin, Mr. Feng Xiao Ping and Mr. Stephen William Frostick; the non-executive Director is Prof. Liu Guoshun; and the independent non-executive Directors are Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Ms. Chan Mei Bo Mabel.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this announcement misleading.

This announcement will remain on the pages of “Latest Company Announcements” on the GEM website at <http://www.hkgem.com> and on the Company’s website at <http://www.code-hk.com> for at least 7 days from the date of its posting.