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CODE AGRICULTURE (HOLDINGS) LIMITED

科地農業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8153)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting 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 Thursday, 24 May 2012 at 11:00 a.m. for the following purpose of considering and, if thought fit, approving the following resolution as an ordinary resolution of the Company, with or without amendments:

ORDINARY RESOLUTION

“**THAT** Baker Tilly Hong Kong Limited be and is hereby appointed as auditors of the Company and its subsidiaries to fill the vacancy following the resignation of KL CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is authorized to fix their remuneration.”

By order of the Board
CODE AGRICULTURE (HOLDINGS) LIMITED
Jingquan Yingzi
Chairman

Hong Kong, 30 April 2012

Head office and principal place of business:

Rooms 3808-10

38th Floor, China Resources Building

26 Harbour Road, Wanchai

Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, 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 Company's branch share registrar in Hong Kong, Tricor Abacus Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude a member from attending and voting in person at the meeting convened and in such event, the proxy form shall be deemed to be revoked.
3. Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holder stand on the register in respect of the relevant joint holding.
4. As at the date hereof, the executive directors of the Company are Ms. Jingquan Yingzi, Mr. Wong Man Hung Patrick, Mr. Shan Xiaochang, Mr. Wu Zhongxin, Mr. Feng Xiaoping and Mr. Stephen William Frostick; the non-executive director of the Company is Prof. Liu Guoshun; and the independent non-executive directors of the Company are Mr. Sousa Richard Alvaro and Mr. Lee Chi Hwa Joshua.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
6. The enclosed proxy form must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for 7 days from the date of its publication and on the Company's website at <http://www.code-hk.com>.