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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 (“**SGM**”) of Code Agriculture (Holdings) Limited (the “**Company**”) will be held at 11:00 a.m., on Friday, 21 August 2015 at Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifying, the following resolution which will be proposed as ordinary resolution of the Company:

SPECIAL RESOLUTIONS

“THAT

subject to and conditional upon (i) the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) the listing of, and permission to deal in, the issued ordinary shares of the Company consolidated and adjusted in the manner as set below, (ii) the compliance with section 46(2) of the Companies Act, including the publication of a notice of the Share Premium Reduction and the Capital Reduction (as defined below) in an appointed newspaper in Bermuda on a date not more than 30 days and not less than 15 days before the Effective Date (as defined below), and (iii) the Directors having been satisfied that on the Effective Date, there are no reasonable grounds for believing that the Company is, or after the Effective Date will be, unable to pay its liabilities as they become due, with effect from the next business day (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange) (the “**Effective Date**”) immediately following the date of passing of this resolution by the shareholders of the Company (the “**Shareholders**”):

1. every ten (10) issued and unissued ordinary shares of nominal value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of nominal value of HK\$0.10 each (each a “**Consolidated Share**”) (the “**Share Consolidation**”), all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefits of the Company in such manner and on such terms as the directors (“**Director(s)**”) of the Company may think fit;
2. the board lot size of the Consolidated Shares for trading on the Stock Exchange be changed to 5,000 Consolidated Shares;
3. the nominal value of all the issued Consolidated Shares be reduced from HK\$0.10 each to HK\$0.0001 each by cancelling the paid-up capital to the extent of HK\$0.0999 on each Consolidated Share so as to form the Adjusted Share of HK\$0.0001 each (the “**Capital Reduction**”), and a credit of HK\$43,206,140 arising from the Capital Reduction be credited to the contributed surplus account of the Company (the “**Contributed Surplus Account**”);
4. each of the authorised but unissued Consolidated Shares of HK\$0.10 each be sub-divided into one thousand (1,000) Adjusted Shares of HK\$0.0001 each;
5. the amount of HK\$1,495,000,000 standing to the credit of the Share Premium Account be cancelled and the credit arising from the Share Premium Reduction be credited to the Contributed Surplus Account (the “**Share Premium Reduction**”);
6. any Director be and is hereby authorized to apply all or any amount from time to time standing to the credit of the Contributed Surplus Account to eliminate or set off against the accumulated losses of the Company from time to time in such manner as he/she considers appropriate and as permitted under the laws of Bermuda and the bye-Laws of the Company; and
7. any Director be and is hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

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

Hong Kong, 29 July 2015

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of

business in Hong Kong:

Rooms 1120-26
11th Floor, Sun Hung Kai Centre
30 Harbour Road
Wanchai, Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the SGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to attend the SGM, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's branch registrar in Hong Kong, Tricor Abacus Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 24 August 2015.
4. Any voting at the SGM shall be taken by poll.
5. As at the date hereof, the Board comprises the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard, Mr. Wu Zhongxin 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 Mr. Zhao Zhizheng.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 this announcement misleading.

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