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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Chief Cable TV Group Limited (the “Company”), you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee of to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sales or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, 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 circular.

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**CHINA CHIEF CABLE TV GROUP LIMITED****中國3C集團有限公司\****(incorporated in Bermuda with limited liability)***(Stock Code: 8153)****PROPOSED CHANGE OF COMPANY NAME**

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A notice convening the special general meeting of the Company (the “SGM”) to be held at Conference Room, 19th Floor, CMA Building, 64-66 Connaught Road Central, Hong Kong, on Monday, 22 March 2010, at 5:00 p.m. is set out from pages 6 and 7 of this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s share registrar in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM, or any adjournment thereof (as the case may be), should you so wish.

*This circular will remain on the “Latest Company Announcements” page of the GEM’s website of the Stock Exchange and on the Company’s website at [www.m21.com.hk](http://www.m21.com.hk) from the date of its publication.*

26 February 2010

\* For identification purpose only

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## CHARACTERISTICS OF GEM

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### Characteristics of the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, capitalised terms used shall have the following meanings:*

“Announcement”	the announcement of the Company dated 17 February 2010 in relation to the proposed Change of Company Name
“Board”	the board of Directors
“Change of Company Name”	the proposed change the name of the Company from “China Chief Cable TV Group Limited” to “Code Agriculture (Holdings) Limited” and the adoption of the Chinese name “科地農業控股有限公司” as the secondary name of the Company to replace the existing Chinese name “中國3C集團有限公司” (which was adopted for identification purpose only)
“Company”	China Chief Cable TV Group Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China
“SGM”	the special general meeting of the Company to be convened on Monday, 22 March 2010 for the Shareholders to consider and, if thought fit, to approve the Change of Company Name

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

*In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.*

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LETTER FROM THE BOARD

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**CHINA CHIEF CABLE TV GROUP LIMITED**

**中國3C集團有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 8153)**

*Executive Directors:*

Mr. Wong Man Hung Patrick  
Mr. Law Kwok Leung  
Mr. Feng Xiao Ping  
Mr. Stephen William Frostick

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent non-executive Directors:*

Mr. Sousa Richard Alvaro  
Mr. Lee Chi Hwa Joshua  
Ms. Chan Mei Bo Mabel

*Head office and principal place of business*

*in Hong Kong:*  
19/F., CMA Building  
64-66 Connaught Road Central  
Hong Kong

26 February 2010

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME**

**INTRODUCTION**

The purpose of this circular is to provide you with further information relating to (i) the Change of Company Name; and (ii) the notice of SGM to be convened and held for the purpose of considering and, if thought fit, approving the Change of Company Name.

**CHANGE OF COMPANY NAME**

As announced by the Company on 17 February 2010, the Board proposes to change the name of the Company from “China Chief Cable TV Group Limited” to “Code Agriculture

\* For identification purpose only

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## LETTER FROM THE BOARD

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(Holdings) Limited” and to adopt the Chinese name “科地農業控股有限公司” as the secondary name of the Company to replace the Chinese name “中國3C集團有限公司” (which was adopted for identification purpose only).

### **Reasons for the Change of Company Name**

The Board considers that the Change of Company Name is to align with the corporate strategy of Company in diversifying its existing business portfolio into the modern tobacco drying industry in the PRC (which was detailed in the announcement and circular of the Company dated 8 December 2009 and 28 December 2009 respectively). The recent acquisition of Kang Yuan Universal Investment Limited and 江蘇科地現代農業有限公司 (Jiangsu Kedi Modern Agriculture Company Limited\*) (a wholly-owned subsidiary of Kang Yuan Universal Investment Limited) by the Company was approved by the Shareholders at the special general meeting of the Company held on 15 January 2010.

The Board believes that the new company name can provide the Company with a more appropriate identification and image, which will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

### **Conditions of the Change of Company Name**

The Change of Company Name is subject to:

- (a) the approval of the Shareholders by way of a special resolution at the SGM; and
- (b) the approval by the Registrar of Companies in Bermuda having been obtained.

The relevant filing with the Registrar of Companies in Bermuda will be made after the passing of the special resolution regarding the Change of Company Name at the SGM.

Subject to satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new name (together with the secondary name) on the register in place of the existing name. Thereafter, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Further announcement will be made by the Company to inform the Shareholders of the effective date of the Change of Company Name and the trading arrangement in respect of the stock short names of the Company.

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## LETTER FROM THE BOARD

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### **Effects of the Change of Company Name**

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company will, after the Change of Company Name, continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. There will not be any arrangements for free exchange of the existing share certificates of the Company for new share certificates under the new name of the Company. Once the Change of Company Name becomes effective, the Shares will be traded under new stock short names of the Company and any issue of share certificates will be under the new name of the Company.

### **Recommendation**

The Board hereby recommends the Shareholders to vote in favour of the special resolution to be proposed at the SGM to approve the Change of Company Name.

### **THE SGM**

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit at the Company's branch share registrar, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjourned meeting (as the case may be) should you so wish.

### **RESPONSIBILITY STATEMENT**

This circular, 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:— (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

By order of the Board  
**Wong Man Hung Patrick**  
*Chairman*



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## NOTICE OF SGM

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### CHINA CHIEF CABLE TV GROUP LIMITED

### 中國3C集團有限公司\*

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 8153)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “SGM”) of China Chief Cable TV Group Limited (the “Company”) will be held at Conference Room, 19th Floor, CMA Building, 64-66 Connaught Road Central, Hong Kong, on Monday, 22 March 2010, at 5:00 p.m. for the purpose of considering and, if though fit, passing with or without modifications, the following resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the name of the Company be and is hereby changed from “China Chief Cable TV Group Limited” to “Code Agriculture (Holdings) Limited” and adopt the Chinese name “科地農業控股有限公司” as the secondary name of the Company to replace the Chinese name “中國3C集團有限公司” (which was adopted for identification purpose only) and the directors of the Company be and are hereby authorised to do all such acts, and execute all such documents as they may, in their absolute discretion, deem fit in order to effect such change of name.”

By order of the Board  
**Wong Man Hung Patrick**  
*Chairman*

Hong Kong, 26 February 2010

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and principal place of business:*  
19/F., CMA Building  
64-66 Connaught Road Central  
Hong Kong

\* *For identification purpose only*

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## NOTICE OF SGM

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*Notes:*

1. A member entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not to be a member of the Company. In order to be valid, the form of proxy must be deposited with the share registrar of the Company in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with any power of attorney or other authority, under which is signed, or a notary certified copy of that power or authority, not less than 48 hours before the time for the holding of the meeting.
2. As of the date of this notice, the executive directors of the Company are Mr. Wong Man Hung Patrick, Mr. Law Kwok Leung, Mr. Feng Xiao Ping and Mr. Stephen William Frostick; and the independent non-executive directors are Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Ms. Chan Mei Bo Mabel.