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

If you have sold or transferred all your shares in **Code Agriculture (Holdings) Limited** (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.



CODE AGRICULTURE(HOLDINGS)LIMITED

科地農業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 8153)

- (1) PROPOSED GRANT OF GENERAL MANDATE
TO REPURCHASE AND ISSUE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS,
(3) PROPOSED REFRESHMENT OF SCHEME LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

Financial adviser to the Company



Donvex Capital Limited
富域資本有限公司

A notice convening an annual general meeting of the Company (the “AGM”) to be held at Meeting Room 5, 7/F., Hong Kong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Tuesday, 28 September 2010, at 4:00pm is set out from pages 16 to 20 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Hong Kong branch share registrar of the Company, Tricor Abacus Limited at 26/F., 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 the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

27 August 2010

CHARACTERISTICS OF GEM

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“2010 Annual Report”	the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2010
“AGM”	the annual general meeting of the Company for the financial year ended 31 March 2010 to be held at Meeting Room 5, 7/F., Hong Kong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Tuesday, 28 September 2010 at 4:00pm as set out in the Notice
“Associate”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Bye-laws”	the existing bye-laws of the Company adopted on 20 March 2001 and as amended on 22 July 2004
“Code”	the Hong Kong Code on Takeovers and Mergers
“Company”	Code Agriculture (Holdings) Limited, a company incorporated under the laws of Bermuda with limited liability and the shares of which are listed on GEM (stock code: 8153)
“Directors”	directors of the Company
“Existing Scheme Limit”	the total number of Shares in respect of which options may be granted pursuant to Scheme I and II, not exceeding 10% of the issued share capital of the Company as at the date of passing the relevant resolution to approve the general limit at an extraordinary general meeting of the Company on 1 April 2009

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the Growth Enterprises Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate to allot and issue Shares not exceeding 20 per cent. of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	25 August 2010, being the latest practicable date prior to the printing of this circular
“Listing Committee”	the Listing sub-committee of the board for the GEM of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the Annual General Meeting which is set out on page 16 to 20 of this circular
“PRC”	the People’s Republic of China
“Refreshment of Scheme Limit”	the proposed refreshment of the scheme mandate limit under the Share Option Scheme

DEFINITIONS

“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10 per cent. of the issued capital of the Company as at the date of passing the resolution approving the Repurchase Mandate
“SFO”	Securities and Futures Ordinance
“Scheme I”	the share option scheme of the Company approved and adopted on 20 March 2001, which was before listing of the Company
“Scheme II”	the share option scheme of the Company adopted on 2 February 2009 and approved by the special general meeting of the Company on 1 April 2009
“Share(s)”	share(s) of the Company of HK\$ 0.01 each
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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, the information contained in this circular 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 in this circular misleading.

LETTER FROM THE BOARD



CODE AGRICULTURE(HOLDINGS)LIMITED

科地農業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 8153)

Directors:

Executive Directors:

Wong Man Hung Patrick (*Chairman*)

Law Kwok Leung

Feng Xiao Ping

Stephen William Frostick

Independent non-executive Directors:

Sousa Richard Alvaro

Lee Chi Hwa Joshua

Chan Mei Bo Mabel

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Office in Hong Kong:

Rooms 3808-10, 38/F.,

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

27 August 2010

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE SCHEME LIMIT AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include: (i) the Repurchase Mandate; the Issue Mandate and the Extension Mandate; (ii) the re-election of Directors and (iii) the Refreshment of Scheme Limit. This circular contains the explanatory statement in compliance with the GEM Listing Rules and to give all the information reasonably necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolutions to grant to the Directors of such mandates.

LETTER FROM THE BOARD

REPURCHASE MANDATE, ISSUE MANDATE AND EXTENSION MANDATE

It will be proposed at the AGM three ordinary resolutions (Resolutions 8A, 8B and 8C of the Notice) respectively granting to the directors a general mandate to (i) repurchase shares of the Company not exceeding 10% (271,379,824 shares based on the number of shares in issue at the Latest Practicable Date) of the share capital of the Company in issue on the date of passing the resolution; (ii) allot and issue new shares of the Company not exceeding 20% (542,759,648 shares based on the number of shares in issue at the Latest Practicable Date) of the share capital of the Company in issue on the date of passing the resolution; and (iii) adding to such general mandate so granted to the directors any shares representing the aggregate nominal amount of HK\$0.01 per share of the shares repurchased by the Company after the granting of the Repurchase Mandate in order to provide flexibility for issuing new shares when it is in the interests of the Company.

RE-ELECTION OF DIRECTORS

It will be proposed at the AGM ordinary resolutions to re-elect Wong Man Hung Patrick, Feng Xiao Ping, Lee Chi Hwa Joshua and Chan Mei Bo Mabel as Directors. All relevant information related to these resolutions are set out in the Appendix to this circular.

REFRESHMENT OF SCHEME LIMIT

The Company adopted Scheme I on 20 March 2001 and Scheme II on 2 February 2009. The purpose of Scheme II is to enable the Company to grant Options to the eligible person as incentive or reward for their contribution to the growth of the Company or any of its subsidiary and to provide them with a more flexible means to reward, remunerate, compensate, and/or provide benefits to the eligible person.

In accordance with Note 1 to Rule 23.03(3) of the GEM Listing Rules and Scheme II:

- (i) the Existing Scheme Limit so refreshed must not exceed 10% of the issued share capital of the Company at the date of the approval of the Refreshment of Scheme Limit by the Shareholders;
- (ii) all options granted under Scheme I and II (including those exercised, outstanding, cancelled or lapsed in accordance with Scheme I and II) prior to the approval of the Refreshment of Scheme Limit shall not be counted for the purpose of calculating whether the Refreshment of Scheme Limit has been exceeded and the total number of Shares subject to the Refreshment of Scheme Limit;

LETTER FROM THE BOARD

(iii) Notwithstanding the above, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under Scheme I and II shall not exceed 30% (or such higher percentage as may be allowed under the GEM Listing Rules) of the total number of Shares in issue from time to time.

At the special general meeting of the Company held on 1 April 2009, the Shareholders approved the grant of 133,500,000 options under Scheme II and the Existing Scheme Limit to 175,929,824 Shares, being 10% of the 1,759,298,244 Shares in issue as refreshed at the special general meeting of the Company held on 1 April 2009.

As at the Latest Practicable Date, the Company had only adopted Scheme I and II. The Company had not granted any option under Scheme I since its adoption and had granted 133,500,000 options under Scheme II, in which 123,500,000 options had been exercised from their respective dates of adoption up to the Latest Practicable Date. No options being granted under Scheme II have been lapsed and/or cancelled and 10,000,000 options being granted under Scheme II remain outstanding as at the Latest Practicable Date.

The total outstanding options under Scheme I and II carrying the rights to subscribe for 10,000,000 Shares, representing 0.37% of the issued shares of the Company as at the Latest Practicable Date. Under such circumstances, in order to cater for future grant to eligible person as incentive or reward for their contribution to the growth of the Group, the Company may seek approval by the Shareholders at the AGM for the Refreshment of Scheme Limit according to Note 1 to Rule 23.03(3) of the GEM Listing Rules and Scheme II. However the total number of Shares which may be issued upon exercise of all the options to be under Scheme I and Scheme II subject to the approval Refreshment of Scheme Limit must not exceed 10% of the Shares in issue as at the date of AGM.

It is therefore proposed that the resolution on Refreshment of the Scheme Limit be presented to the Shareholders for approval at the AGM. Assuming no further Shares will be issued or repurchased by the Company from the Latest Practicable Date up to the date of the AGM, on the basis of 2,713,798,244 Shares in issue as at the Latest Practicable Date, the Company will be allowed to grant further options under Scheme I and II which carry rights to subscribe for a maximum number of 271,379,824 Shares, representing approximately 10% of the issued share capital of the Company as at the date of AGM.

LETTER FROM THE BOARD

The Directors consider that the renewal of the Refreshment of the Scheme Limit will be for the benefit of the Company and the Shareholders as a whole because that it enables the Company to reward and motivate its employees and other selected eligible participants under the share option scheme to contribute to the success of the Group.

The proposed Refreshment of the Scheme Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Refreshment of the Scheme Limit; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may be issued upon the exercise of any options under Scheme I and II that may be granted subject to the approval of the Refreshment of Scheme Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued upon the exercise of any option granted subject to the approval of the Refreshment of Scheme Limit.

PROXY

A form of proxy for use at the AGM is enclosed with this circular. Whether or not they intend to attend the meeting, Shareholders are requested to complete and return the form of proxy to the Company's Branch Share Registrars in Hong Kong, Tricor Abacus Limited, 26/F., 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 the holding of the meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM should Shareholders so desire.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in the Appendix to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors of the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The AGM shall be held at Meeting Room 5, 7/F., Hong Kong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Tuesday, 28 September 2010 at 4:00 p.m. for the purpose of considering and if thought fit, approving the resolutions to, among others, adopt the proposals for re-election of Directors, approving the grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the Refreshment of Scheme Limit as set out in the Notice. According to rule 17.47(4) of the GEM Listing Rules, all resolutions at general meeting must be taken by poll. The chairman of the AGM will demand that a poll be taken in respect of each of the resolutions to be proposed at the AGM for the approval of the ordinary business of an annual general meeting, the re-election of Directors, the grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the Refreshment of Scheme Limit.

RECOMMENDATION

The Directors consider that the granting of Repurchases Mandate, the Issue Mandate and the Extension Mandate of the Company, the proposed re-election of directors and the Refreshment of Scheme Limit are in the best interest of the Company and the shareholders as a whole and so recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM on pages 16 to 20 of this circular.

GENERAL

The Notice is set out on page 16 to 20 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's share registrar in Hong Kong, Tricor Abacus Limited, at 26/F, 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 the AGM or any adjourned meeting (as the case may be). Completion and deposit of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

Yours faithfully,
On behalf of the Board
Wong Man Hung Patrick

GENERAL MANDATES

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general mandate to exercise all powers of the Company to Repurchase Shares on the Stock Exchange. Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date of the resolution. The Company's authority is restricted to purchases made on GEM in accordance with the GEM Listing Rules. On the Latest Practicable Date, there were in issue aggregate of 2,713,798,244 Shares. Exercise in full of the repurchase mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the AGM, would accordingly result in up to 271,379,824 Shares being repurchased by the Company. The mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of the date of the next annual general meeting (the "Proposed Repurchase Period"), the date by which the next AGM of the Company is required to be held by law or by its bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company with the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchases may enhance the Company's net asset value per Share and/or earnings per Share. The Directors consider the repurchase of Shares in full at any time during the Proposed Repurchase Period may have a material adverse impact on the working capital or gearing position of the Company as compare with the position disclosed in the 2010 Annual Report but the Directors do not propose to exercise the repurchase mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing ratio of the Company.

Repurchase of the securities of the Company will be funded entirely from the Company's available cash flow or working capital facilities, and will, in any event, be made out of funds legally available for the repurchase in accordance with the bye-laws of the Company and the applicable laws of Bermuda.

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquires, any of their associates or any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders to sell shares to the Company.

As at the Latest Practicable Date, no connected person of the Company (as defined in the GEM Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorized to make Repurchases of Shares.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase and in accordance with the GEM Listing Rules, the memorandum of association and bye-laws of the Company and any applicable laws of Bermuda.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM during each of the previous twelve months were as follows:

Month	Per Share	
	Highest (HK\$)	Lowest (HK\$)
2009		
August	0.315	0.255
September	0.395	0.260
October	0.380	0.300
November	0.540	0.320
December	0.630	0.400
2010		
January	0.940	0.520
February	0.750	0.580
March	0.710	0.460
April	0.570	0.405
May	0.430	0.285
June	0.385	0.300
July	0.325	0.270
August (<i>Note</i>)	0.300	0.280

Note: Up to the Latest Practicable Date

THE TAKEOVER CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Lee Yuk Lun and Au Yeung Kai Wah, which are the substantial shareholders of the Company, held approximately 8.08 % and 5.55% respectively of the issued shares of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding of Lee Yuk Lun and Au Yeung Kai Wah in the Company would be increased to approximately 8.98% and 6.17% respectively of the issued shares capital of the Company and such increase would not give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeover Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, they are not aware of any consequences which would arise under the Takeover Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

SHARE REPURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company during the last six months (whether on the GEM or otherwise).

RE-ELECTION OF DIRECTORS

The following are the particulars of the Directors proposed to be re-elected at the AGM to be held on 28 September 2010.

The biographical details of all the retiring Directors are as follows:

Wong Man Hung Patrick (aged 54)

Chairman and Executive Director

Mr. Wong, the Chairman and executive director of the Group, joined the Group on 1 April 2008. He has over 30 years' experience in providing financial advisory services to the institutional clients. Since the beginning of 1990's, Mr. Wong has involved in various infrastructure projects financing in Hong Kong and PRC. Mr. Wong holds a degree in Master of Business Administration from the University of East Asia, Macau, and holds a diploma in Management from the Columbia University, New York, U.S.A. Mr. Wong is also a found member and visiting professor of the Institute of Business Engineering (IBE) degree course.

Save as disclosed above, Mr. Wong has not previously held any directorships in listed company in the past 3 years.

As at the latest Practicable Date, Mr. Wong does not have any relationship with any directors, senior management and substantial shareholders of the Company. He has 25,000,000 shares, representing 0.92% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Mr. Wong does not have any service contract with the Company. Mr. Wong is entitled to an annual salary of HK\$1,500,000 plus performance bonus which is determined on the basis of his relevant experience, responsibility, workload and time devoted to the Group and will be reviewed on an annual basis. Mr. Wong shall retire from office by rotation at each annual general meeting and being eligible, offer himself for re-election.

Feng Xiao Ping (aged 59)

Executive Director

Mr. Feng, the executive director of the Group, joined the Group on 29 April 2005. He is also a director of Sky Dragon Digital Television and Movies Limited and Hunan Xiaoxiang Digital Television Broadcast Company Limited, being the subsidiaries of the Company engaged in the development of digital set-top boxes and the system platform for the newly launched digital television network in the Peoples' Republic of China. Mr. Feng is also one of the founders and an executive director of Crossprofit Development Limited, a company principally engaged in investment holding, property investment in Hong Kong and in the PRC and operation of toll highways in the PRC through its fellow companies and subsidiaries.

He has 51% indirect interest in Sino Unicorn Technology Limited, which held 31,718,750 shares representing 1.17% equity interest of the Company.

Save as disclosed above, Mr. Feng has not previously held any directorships in listed company in the past 3 years.

As at the latest Practicable Date, Mr. Feng does not have any relationship with any directors, senior management and substantial shareholders of the Company. He has 31,718,750 shares, representing 1.17% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Mr. Feng does not have any service contract with the Company. Mr. Feng is entitled to an annual salary of HK\$1,200,000 which is determined on the basis of his relevant experience, responsibility, workload and time devoted to the Group and will be reviewed on an annual basis. Mr. Feng shall retire from office by rotation at each annual general meeting and being eligible, offer himself for re-election.

Lee Chi Hwa Joshua (aged 37)

Independent Non-Executive Director

Audit Committee and Remuneration Committee Members

Mr Lee was appointed as an independent non-executive director on 1 December 2007. He is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Lee has extensive experience in the fields of auditing, accounting and finance. He is an independent non-executive director of China Public Healthcare (Holding) Limited, formerly known as Neolink Cyber Technology (Holding) Limited, a company listed on the GEM of the Stock Exchange.

Save as disclosed above, Mr. Lee has not previously held any directorships in listed company in the past 3 years.

As at the latest Practicable Date, Mr. Lee does not have any relationship with any directors, senior management and substantial shareholders of the Company. He does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Mr. Lee does not have any service contract with the Company. Mr. Lee shall be entitled to receive Director's fee in the amount of HK\$100,000 per annum. The fees were determined with reference to the duties and responsibilities of Mr. Lee in the Company and the prevailing market conditions and will be reviewed on an annual basis. Mr. Lee shall retire from office by rotation at each annual general meeting and being eligible, offer himself for re-election.

Chan Mei Bo Mabel (aged 37)

Independent Non-Executive Director

Audit Committee and Remuneration Committee Members

Ms Chan was appointed as an independent non-executive director on 23 October 2009. She is the sole proprietor of Mabel Chan & Co, Certified Public Accountants. Ms Chan was qualified as a member of the Association of Chartered Certified Accountants in 1996. She was also qualified as a practicing Certified Public Accountant of the Hong Kong Institute

of Certified Public Accountants in 1998. She served as an independent non-executive director of China Properties Investment Holdings Limited from March 2007 to April 2009.

Save as disclosed above, Ms. Chan has not previously held any directorships in listed company in the past 3 years.

As at the latest Practicable Date, Ms. Chan does not have any relationship with any directors, senior management and substantial shareholders of the Company. She does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Ms. Chan does not have any service contract with the Company. Ms. Chan shall be entitled to receive director's fee in the amount of HK\$100,000 per annum. The fees were determined with reference to the duties and responsibilities of Ms. Chan in the Company and the prevailing market conditions and will be reviewed on an annual basis. Ms. Chan appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Ms. Chan who was appointed to the Board as independent non-executive director with effect from 23 October 2009 will retire at the AGM, and who being eligible, offer herself for re-election.



CODE AGRICULTURE(HOLDINGS)LIMITED

科地農業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 8153)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Code Agriculture (Holdings) Limited (the “Company”) will be held at Meeting Room 5, 7/F., Hong Kong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Tuesday, 28 September 2010 at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTION

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2010.
2. To re-elect Wong Man Hung Patrick, one of the retiring directors.
3. To re-elect Feng Xiao Ping, one of the retiring directors.
4. To re-elect Lee Chi Hwa Joshua, one of the retiring directors.
5. To re-elect Chan Mei Bo Mabel, one of the retiring directors.
6. To authorize the Board of Directors to fix the directors’ remuneration.
7. To re-appoint auditors and to authorize the Board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

8. A. **“THAT**
 - (a) subject to paragraph A(b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on the Growth Enterprise Market (“GEM”) of The Stock Exchange of

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorized;

- (b) the aggregate nominal amount of the shares of the Company to be purchased by the Company pursuant to the approval in paragraph A(a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the approval pursuant to paragraph A(a) shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the consideration of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

B. “THAT

- (a) subject to paragraph B(b) below, a general mandate be and is hereby unconditionally given to the directors of the Company (the “Directors”) to exercise all powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the new shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares, and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph B(a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly:
- (i) a right issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or stock exchange in, or in any territory applicable to the Company);
 - (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
 - (iii) any scrip dividend scheme or similar arrangement implemented in accordance with the bye-laws of the Company; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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- C “**THAT** conditional upon Resolutions 8A and 8B being passed, the general mandate granted to the directors of the Company pursuant to Resolution 8B to exercise the powers of the Company to allot shares in the capital of the Company be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 8A, provided that such amount shall not exceed 10% of the aggregate nominal of the share capital of the Company in issue as at the date of passing this Resolution.”
- D “**THAT** subject to and conditional upon the The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the Shares to be issued and allotted upon exercise of options which may be granted under the refresh Scheme Limit (as defined below), the refreshment of the scheme limit of the share option granted under Scheme I and Scheme II adopted by the Company on 20 March 2001 and 2 February 2009 representatively shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution (the “Refreshment of Scheme Limit”) and subject to The Listing Committed of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of and permission to deal in the Shares to be issued pursuant to the exercise of the options to be granted subject to the approval of the Refreshment of Scheme Limit and in compliance with the Rules Governing the Listing of Securities on the Stock Exchange, the directors of the Company be and are hereby authorized, at their absolute discretion, to grant options and to allot and issue Shares pursuant to the exercise of any options up to the Refreshment of Scheme Limit.”

For and on behalf of the Board
Code Agriculture (Holdings) Limited
Wong Man Hung Patrick
Chairman

Hong Kong, 27 August 2010

NOTICE OF ANNUAL GENERAL MEETING

Head office and principal place of business:

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

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited with the Company's Branch Share Registrars in Hong Kong, Tricor Abacus Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with any power of attorney or other authority, under which it is signed, or a notary certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.
- (2) A circular containing further details regarding Resolutions no. 2 to 5 and 8 as required by the GEM Listing Rules will be dispatched to shareholders.
- (3) 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.
- (4) Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
- (5) Where there are joint registered holders of any share, 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.
- (6) The enclosed form of proxy 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 office, attorney or other person duly authorized to sign the same.