



CODE AGRICULTURE(HOLDINGS)LIMITED

科地農業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 8153)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

I/ We^(note 1), _____, being
of _____ being
the registered holder(s) of _____ shares^(note2) of HK\$0.01 each in the above-named
company, **HEREBY APPOINT** the chairman of the Meeting or^(note3) _____
of _____
as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting (or any adjournment thereof)
of the company 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 4:00 p.m. for the purpose of considering and, if
thought fit, passing the resolutions set out in the notice convening such meeting (“notice”) and at such meeting (or at
any adjournment thereof) to vote for me and in the event of a poll to vote for me/us and in my/our name(s) as indicated
below or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
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 Mr. Wong Man Hung Patrick, one of the retiring directors		
3. To re-elect Mr. Feng Xiao Ping, one of the retiring directors		
4. To re-elect Mr. Lee Chi Hwa Joshua, one of the retiring directors		
5. To re-elect Ms. Chan Mei Bo Mabel, on of the retiring directors		
6. To authorise the Board of Directors to fix the directors’ remuneration		
7. To re-appoint auditors and to authorise the Board of Directors to fix their remuneration		
8.(A) To pass the resolution no. 8A set out in the notice		
(B) To pass the resolution no. 8B set out in the notice		
(C) To pass the resolution no. 8C set out in the notice		
(D) To pass the resolution no. 8D set out in the notice		

Signature^(note 7): _____

Date: _____ 2010

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the company registered in your name(s).
3. If any proxy other than those named is preferred, strike out the named proxies and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”, IF NO DIRECTION IS GIVEN, THE PROXY WILL VOTE OR ABSTAIN AS HE/SHE THINKS FIT.**
5. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time of the meeting or any adjournment thereof.
6. In the case of joint holders, any one of such joint holders may vote at the meeting, either personally or by proxy, but if more than one of the joint holders are present at the meeting personally or by proxy, that one of the said persons whose names stands first on the register of members in respect of the relevant share shall alone be entitled to vote in respect thereof.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised in writing.
8. The proxy need not be a member of the company but must attend the meeting in person to represent you. Completion and deposit of the form of proxy, however, will not preclude you from attending and voting at the annual general meeting if you so wish.