



CODE AGRICULTURE (HOLDINGS) LIMITED

科地農業控股有限公司

(Incorporated in the Bermuda with limited liability)

(Stock Code: 8153)

Form of Proxy for use at the special general meeting to be held on Wednesday, 18 May 2011

I/We (Note 1) _____
of _____
being the registered holder(s) of shares (Note 2) _____ of HK\$0.01 each in the share capital
of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 4)
or _____
of _____

as my/our proxy to attend the special general meeting (and at any adjournment thereof) of the Company to be held at Rooms 3808-10, 38/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 18 May 2011 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below.

	ORDINARY RESOLUTION	FOR (Notes 5&6)	AGAINST (Notes 5&6)
1.	To approve the Disposal		

Dated this _____ day of _____ 2011. Signature (Note 7): _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her, and the proxy need not be a member of the Company but must attend the meeting in person to represent the member.
4. If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her behalf at the meeting provided that 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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. Please refer to the notice of meeting for the full text of the resolutions(s). **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Abacus Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this meeting or the adjourned meeting.
9. All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he is the holder.
10. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
11. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.