
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any 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, professional 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 with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

This circular appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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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)

PROPOSED SHARE CONSOLIDATION AND NOTICE OF SPECIAL GENERAL MEETING

Financial Adviser to the Company



A notice convening the special general meeting of the Company (the “SGM”) to be held at 11:30 a.m. on Wednesday, 14 October 2015 at Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong is set out on pages 16 to 17 of this circular. Whether or not you intend to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned meeting thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page and the Company’s website at <http://www.code-hk.com> for at least 7 days from the date of its posting.

25 September 2015

CHARACTERISTICS OF THE 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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EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below:

Event	Hong Kong Time
Latest date and time for lodging forms of proxy for the SGM	11:30 a.m. on Monday, 12 October 2015
Date and time of the SGM	11:30 a.m. on Wednesday, 14 October 2015
Announcement of voting result of the SGM	Wednesday, 14 October 2015
Effective date of the Share Consolidation	Thursday, 15 October 2015
Dealing in the Consolidated Shares commences	9:00 a.m. on Thursday, 15 October 2015
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares.	Thursday, 15 October 2015
Original counter for trading in the Shares in board lots of 5,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Thursday, 15 October 2015
Temporary counter for trading in the Consolidated Shares in board lots of 1,250 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Thursday, 15 October 2015
Original counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens.	9:00 a.m. on Friday, 30 October 2015

EXPECTED TIMETABLE

Event	Hong Kong Time
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. on Friday, 30 October 2015
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Friday, 30 October 2015
Temporary counter for trading in the Consolidated Shares in board lots of 1,250 Consolidated Shares (in the form of existing share certificates) closes	4:00 p.m. on Thursday, 19 November 2015
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:00 p.m. on Thursday, 19 November 2015
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares	4:00 p.m. on Thursday, 19 November 2015
Latest time for free exchange of existing share certificates for new share certificates for the Consolidated Shares.	4:00 p.m. on Monday, 23 November 2015

Note:

All times and dates in this circular refer to Hong Kong local times and dates. Shareholders should note that the dates and deadlines specified in this circular for events in the timetable for the Share Consolidation is subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by Shareholders at the SGM, and is therefore for indicative purpose only.

In the event that any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any extension or adjustment to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 11 September 2015 in relation to the Share Consolidation
“Board”	the board of Directors
“Business Day(s)”	a day on which banks are open for business in Hong Kong (excluding Saturdays and Sundays)
“CBs”	the six (6) per cent. interest convertible bonds due 2018 in an aggregate principal amount of up to HK\$250,000,000 to be issued by the Company
“CB Placing Announcements”	announcement of the Company dated 28 August 2015 and 22 September 2015 in relation to the CB Placing
“CB Placing”	placing of CBs of up to an aggregate principal amount of HK\$250,000,000
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Code Agriculture (Holdings) Limited, a company incorporated under the laws of Bermuda with limited liability, the Shares of which are listed on GEM (stock code: 8153)
“Consolidated Share(s)”	Share(s) of HK\$0.0004 each in the issued share capital of the Company immediately following the Share Consolidation
“Conversion Price”	HK\$0.05 per Conversion Share
“Conversion Shares”	the Shares to be allotted and issued by the Company upon exercise of the conversion rights attaching to the CBs

DEFINITIONS

“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\$”	the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 September 2015, being the latest practicable date before the printing of this circular for the purpose of ascertaining certain information contained herein
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Abacus Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“RMB”	Chinese Yuan Renminbi, the lawful currency of the People’s Republic of China
“SGM”	the special general meeting of the Company convened to be held at 11:30 a.m. on Wednesday, 14 October 2015 at Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong or any adjournment thereof, for the purpose of considering and, if thought fit, approving the Share Consolidation
“Share(s)”	ordinary shares of HK\$0.0001 each in the share capital of the Company
“Share Consolidation”	the proposed consolidation of every four (4) issued and unissued Shares of par value of HK\$0.0001 each into one (1) Consolidated Share of par value of HK\$0.0004 each

DEFINITIONS

“Shareholder(s)”	the holder(s) of the issued Share(s) and/or the Consolidation Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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)

Executive Directors:

Ms. Jingquan Yingzi (*Chairman*)
Mr. Chin Wai Keung Richard
Mr. Wu Zhongxin

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Director:

Prof. Liu Guoshun

*Head office and principal place
of business in Hong Kong:*

Independent Non-executive Directors:

Mr. Sousa Richard Alvaro
Mr. Lee Chi Hwa Joshua
Mr. Zhao Zhizheng

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

25 September 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION;
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement. On 11 September 2015, the Board proposes to implement the Share Consolidation.

The purpose of this circular is to provide the Shareholders, among other things, further details of the Share Consolidation and notice of the SGM.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every four (4) issued and unissued Shares of HK\$0.0001 each will be consolidated into one (1) Consolidated Share of HK\$0.0004 each.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 1,000,000,000,000 Shares of HK\$0.0001 each, of which 432,493,894 Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Shares prior thereto, the authorised share capital of the Company shall become HK\$100,000,000 divided into 250,000,000,000 Consolidated Shares of HK\$0.0004 each, of which 108,123,473 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other in accordance with the Company's memorandum and bye-laws.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which the Shareholders may be entitled.

As at the Latest Practicable Date, the Company does not have any outstanding options, warrants or securities in issue which are convertible or exchangeable into the Shares.

Effect on the CBs

As disclosed in the CB Placing Announcements, the Company proposed the CB Placing. The aggregate principal amount of the CBs will be up to HK\$250 million and bears interest at six per cent per annum payable annually with three year maturity. The CBs are convertible into Shares at the Conversion Price of HK\$0.05 per Conversion Share.

The Conversion Price will not be subject to adjustment as a result of the Share Consolidation.

LETTER FROM THE BOARD

The Conversion Price of HK\$0.05 represents (i) a discount of approximately 74.36% to the closing price of HK\$0.195 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and (ii) a discount of approximately 93.59% to the theoretical closing price of HK\$0.780 per Consolidated Share assuming the Share Consolidation becoming effective on the Latest Practicable Date.

Assuming the CBs are fully placed, upon full conversion of the HK\$250,000,000 principal amount of the CBs at the Conversion Price of HK\$0.05, a total of 5,000,000,000 Conversion Shares will be issued, representing approximately 1,156.09% of the existing issued share capital of the Company as at the Latest Practicable Date and approximately 92.04% of the Company's issued share capital as enlarged by the issue of the Conversion Shares.

Immediately after Share Consolidation becoming effective (assuming that there is no change in issued share capital of the Company from the Latest Practicable Date to the date immediately prior to the effective date of the Share Consolidation), the 5,000,000,000 Conversion Shares representing (i) approximately 4,624.34% of the issued share capital of the Company immediately after the Share Consolidation becoming effective; and (ii) approximately 97.88% of the Company's issued share capital as enlarged by the issue of the Conversion Shares.

The holders of the CBs shall have the option (the “**Interest Payment Option**”) to request the Company to pay the interest by Shares (the “**Additional Shares**”) instead of cash. In such event, the amount of interest payable (the “**Relevant Interest Payment**”) will be convertible into Shares at the Conversion Price in accordance with the terms of the CBs. The maximum amount of the Relevant Interest Payment will be approximately HK\$45,000,000.

Based on the Conversion Price of HK\$0.05 and assuming there is no adjustment to the Conversion Price, a maximum of 900,000,000 Additional Shares will be issued, representing approximately 208.10% of the existing issued share capital of the Company as at the Latest Practicable Date and approximately 14.21% of the Company's issued share capital as enlarged by the issue of the Conversion Shares and the Additional Shares.

Immediately after Share Consolidation becoming effective (assuming that there is no change in issued share capital of the Company from the Latest Practicable Date to the date immediately prior to the effective date of the Share Consolidation), the maximum of 900,000,000 Additional Shares representing (i) approximately 832.38% of the issued share capital of the Company immediately after Share Consolidation becoming effective; and (ii) approximately 14.98% of the Company's issued share capital as enlarged by the issue of the Conversion Shares and the Additional Shares.

LETTER FROM THE BOARD

Conditions Precedent to the Share Consolidation

The Share Consolidation is conditional on:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the SGM;
- (ii) the Listing Division of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the Bermuda law (where applicable) and the GEM Listing Rules to effect the Share Consolidation.

Listing Application

An application will be made by the Company to the Listing Division of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares in issue and to be in issue upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

None of the Shares are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

LETTER FROM THE BOARD

Reasons for the Share Consolidation

The proposed Share Consolidation will increase the nominal value of the Shares and decrease the total number of Shares currently in issue. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction and handling costs of dealings in the Shares as a proportion of market value of each board lot, which will in turn make enhance the attractiveness of investing in the Shares. It is also expected that market value of the Shares will more precisely reflect the intrinsic value of the Company.

As disclosed in the CB Placing Announcement, the Company had entered into a placing agreement with a placing agent in respect of the CB Placing of up to an aggregate principal amount of HK\$250,000,000. The net proceeds from the CB Placing was approximately HK\$236.9 million. The Group has been showing weak financial performance as illustrated by continuing loss-making track records and capital deficiency for the last three consecutive financial years. According to the annual report of the Group for the year ended 31 March 2015, it registered net liability position of approximately HK\$0.28 per Share. Furthermore, as disclosed in the CB Placing Announcement, the Group had a small and medium-sized enterprises private placement bonds (the “**SME Private Bonds**”) with principal amount of approximately RMB33 million which was already overdue. Furthermore, as disclosed in the announcement of the Company dated 4 September 2015, on 2 September 2015, in respect of the dispute arising from the overdue SME Private Bonds (the “**Dispute**”), the Group received civil court judgement (the “**Judgement**”) regarding the Dispute where the applicants of the Dispute applied for arbitration in May 2015 and demanded the freeze of a sum of RMB41 million in the bank account of Jiangsu Kedi Modern Agriculture Company Limited (“**Jiangsu Kedi**”), a wholly owned subsidiary of the Company, or other assets of equivalent amount of Jiangsu Kedi for the Dispute.

As at the Latest Practicable Date, the Group has bank borrowings (excluding a revolving bank loan which is intended to be maintained by the Group) with aggregate principal amount of approximately RMB129.0 million (the “**Bank Borrowings**”), out of which approximately RMB22.0 million are overdue and approximately RMB107.0 million are repayable within one year. The aggregate outstanding amount of the overdue SME Private Bonds and the Bank Borrowings which are either overdue or are repayable within one year was approximately RMB162 million. It is intended that the net proceeds from CB Placing will be substantially used for settlement of

LETTER FROM THE BOARD

borrowings of the Group and the remaining balance as general working capital for the Group. Based on the foregoing, the Group has an imminent need of funding to cope with its already overdue SME Private Bonds as its immediate focus and to settle other bank borrowings in order to reduce its huge interest burden and avoid the possibility of interest penalty and default risk. The Company is making its best endeavor to trim down its debt level to a manageable level. The Directors consider that with a higher trading price of the Consolidated Shares with theoretical trading price at a level close to HK\$1 will show a more positive image of the Group and thus facilitate the CB Placing as means to cope with the financial distress encountered by the Group.

With a higher trading price of the Consolidated Shares and the reduction of the transaction and handling costs as a proportion of the market value of each board lot, the Company believes that the Share Consolidation will make investing in Shares more attractive to a broader range of institutional and professional investors and other members of the investing public. As such, the Board believes that the Share Consolidation may attract more investors and extend the shareholders' base of the Company. Furthermore, the Share Consolidation would enable the Company to comply with the trading requirements under the GEM Listing Rules. Accordingly, the Directors consider that the Share Consolidation is beneficial to and in the interests of the Company and the shareholders as a whole.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

Board lot size

Currently, the Shares are traded on the Stock Exchange in the board lot size of 5,000 Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 5,000 Consolidated Shares.

Based on the closing price of HK\$0.195 per Share (equivalent to the theoretical closing price of HK\$0.780 per Consolidated Share) as at the Latest Practicable Date, the value of each board lot of the Shares is HK\$975 and the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$3,900.

LETTER FROM THE BOARD

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed China Rise Securities Asset Management Company Limited to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares from 9:00 a.m. on Friday, 30 October 2015 to 4:00 p.m. on Thursday, 19 November 2015 (both days inclusive). Holders of odd lots of the Consolidated Shares who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or top up to a full board lot may, directly or through their brokers, contact Mr. Samuel Tse of China Rise Securities Asset Management Company Limited of 10th Floor, Island Place Tower, 510 King's Road, North Point, Hong Kong by phone at (852) 2158 9083 or by fax at (852) 2158 9090 during this period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement, is recommended to consult his/her/its own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Thursday, 15 October 2015 until Monday, 23 November 2015 (both days inclusive), submit share certificates for the Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new share certificates of the Consolidated Shares (on the basis of four (4) Shares for one (1) Consolidated Share). Thereafter, certificates of Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher. After 4:00 p.m. on Thursday, 19 November 2015, existing share certificates for the Shares will only remain effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

The new share certificates for the Consolidated Shares will be issued in blue colour in order to distinguish them from the existing yellow colour of the share certificates for the Shares.

LETTER FROM THE BOARD

SHAREHOLDING STRUCTURE

The following tables show the shareholding structure of the Company (i) as at the Latest Practicable Date or immediately upon the Share Consolidation becoming effective (as the case may be); (ii) immediately after completion of the CB Placing (the “**Completion**”) and assuming the CBs are fully placed and converted (for illustration purposes only); and (iii) immediately after Completion assuming the CBs are fully placed and converted and with maximum number of Additional Shares being issued (for illustration purposes only).

Scenario 1: Assuming the Share Consolidation not becoming effective

Shareholder(s)	As at the Latest Practicable Date		Immediately after Completion assuming all CBs are fully placed and converted		Immediately after Completion assuming all CBs are fully placed and converted and with maximum number of Additional Shares being issued	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Jingquan Yingzi (<i>Note</i>)	4,522,000	1.05%	4,522,000	0.08%	4,522,000	0.07%
Cyberland (China) Limited (<i>Note</i>)	106,914,070	24.72%	106,914,070	1.97%	106,914,070	1.69%
Placees	–	–	5,000,000,000	92.04%	5,900,000,000	93.17%
Public shareholders	321,057,824	74.23%	321,057,824	5.91%	321,057,824	5.07%
Total:	432,493,894	100.00%	5,432,493,894	100.00%	6,332,493,894	100.00%

Scenario 2: Assuming the Share Consolidation becoming effective

Shareholder(s)	Immediately upon the Share Consolidation becoming effective		Immediately after Completion assuming all CBs are fully placed and converted		Immediately after Completion assuming all CBs are fully placed and converted and with maximum number of Additional Shares being issued	
	<i>No. of Consolidated Shares</i>	<i>Approximate %</i>	<i>No. of Consolidated Shares</i>	<i>Approximate %</i>	<i>No. of Consolidated Shares</i>	<i>Approximate %</i>
Jingquan Yingzi (<i>Note</i>)	1,130,500	1.05%	1,130,500	0.02%	1,130,500	0.02%
Cyberland (China) Limited (<i>Note</i>)	26,728,517	24.72%	26,728,517	0.52%	26,728,517	0.44%
Placees	–	–	5,000,000,000	97.88%	5,900,000,000	98.20%
Public shareholders	80,264,456	74.23%	80,264,456	1.58%	80,264,456	1.34%
Total:	108,123,473	100.00%	5,108,123,473	100.00%	6,008,123,473	100.00%

LETTER FROM THE BOARD

Note:

Ms. Jingquan Yingzi (“**Ms. Jingquan**”) is the chairman and an executive director of the Company. There are totally 106,914,070 Shares held by Cyberland (China) Limited (“**Cyberland**”) which is legally and beneficially owned as to 30.37% by Rise Enterprises Limited (“**Rise Enterprises**”) and 15% by Wealth Way Investment Limited (“**Wealth Way**”), respectively. Rise Enterprises is beneficially owned as to 62.96% by Eagle Bliss Limited which in turn is wholly owned by Ms. Jingquan, while Wealth Way is directly and wholly owned by Ms. Jingquan. Cyberland is in aggregate indirectly 34.12% owned by Ms. Jingquan. For the purpose of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Ms. Jingquan is deemed to be interested in the Shares held by Cyberland.

SGM

The SGM will be convened and held at 11:30 a.m. on Wednesday, 14 October 2015 at Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong, for the purpose of considering, and, if thought fit, approving, *inter alia*, the Share Consolidation. In compliance with the GEM Listing Rules, the resolution will be voted on by way of poll at the SGM. Those Shareholders which have interest in the CB Placing and/or those placees of the CB Placing which hold Shares at the date of SGM is considered to be have material interest in the Share Consolidation (the “**Concerned Shareholders**”). As such, the Concerned Shareholders are required to abstain from voting on the resolution in relation to the Share Consolidation to be proposed at the SGM. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no placees have yet been identified by the placing agent of the CB Placing, as such, no Shareholders are required to abstain from voting on the resolution in relation to the Share Consolidation to be proposed at the SGM.

The notice convening the SGM is set out on pages 16 to 17 of this circular. A form of proxy for use at the SGM is enclosed. 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 office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in an event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned meeting should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

LETTER FROM THE BOARD

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or controlling shareholders or substantial shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group nor does any of them has or may have any other conflicts of interest with the Group.

RECOMMENDATION

The Directors believe that the Share Consolidation are in the interests of the Company and the Shareholders as a whole, and accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution approving the Share Consolidation at the SGM.

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 Group. 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 herein or this circular misleading.

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

NOTICE OF SGM



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 the special general meeting (the “SGM”) of Code Agriculture (Holdings) Limited (the “Company”) will be held at 11:30 a.m. on Wednesday, 14 October 2015 at Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions of the Company as ordinary resolutions:

ORDINARY RESOLUTION

- (a) “**THAT**, subject to and conditional upon the GEM Listing Division of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Shares (as hereinafter defined) in issue and any new Consolidated Shares which may fall to be issued, every four (4) issued and unissued shares of HK\$0.0001 each in the capital of the Company be and is hereby consolidated into one (1) share of HK\$0.0004 (the “**Consolidated Share**”) with effect on the business day next following the date on which this resolution is passed (the “**Share Consolidation**”) and the Directors be authorised to issue new share certificates in respect of the Consolidated Shares to holders of existing shares of the Company pursuant to the Share Consolidation and to do all things and execute all documents in connection with or incidental to the Share Consolidation.”

By Order of the Board
CODE AGRICULTURE (HOLDINGS) LIMITED

Jingquan Yingzi

Chairman

Hong Kong, 25 September 2015

NOTICE OF SGM

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
Wan Chai, Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy(ies) to represent him/her/it and vote on his/her/its behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company's branch share registrar and transfer office 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 appointed for the SGM (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the SGM, and in such event, such form of proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
5. A form of proxy for use at the SGM is attached herewith.
6. Any voting at the SGM shall be taken by poll.
7. The form of proxy shall be signed by the shareholder of the Company or his/her attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

As of the date of this notice, the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard and Mr. Wu Zhongxin; 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.