
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 CHANGE OF AUDITORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company (the “**SGM**”) to be held at Rooms 1120-26, 11/F., Sun Hung Kai Center, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 31 May 2016 at 11:00 a.m. is set out on pages 6 to 7 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 <http://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.

9 May 2016

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, unless the context otherwise requires, the following expressions have the following meanings:

| | |
|----------------------|--|
| “Baker Tilly” | Baker Tilly Hong Kong Limited |
| “Board” | the board of Directors |
| “Bye-Law(s)” | the bye-laws of the Company |
| “Change of Auditors” | the proposed appointment of Elite Partners as new auditors of the Group following the resignation of Baker Tilly, the former auditors of the Group |
| “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) |
| “Director(s)” | the director(s) of the Company |
| “Elite Partners” | Elite Partners CPA Limited |
| “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 (as the same is defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) |
| “Hong Kong” | Hong Kong Special Administrative Region of the People’s Republic of China |
| “SGM” | special general meeting of the Company to be held to consider and, if thought fit, to approve the Change of Auditors |
| “SGM Notice” | the notice convening the SGM set out on pages 6 and 7 of this circular |
| “Share(s)” | share(s) of HK\$0.0004 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

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 herein or 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)

Executive Directors:

Ms. Jingquan Yingzi (*Chairman*)

Mr. Chin Wai Keung Richard

Mr. Wang Anyuan

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:*

Rooms 1120-26

11th Floor, Sun Hung Kai Centre

30 Harbour Road

Wan Chai, Hong Kong

Independent Non-executive Directors:

Mr. Sousa Richard Alvaro

Mr. Lee Chi Hwa Joshua

Mr. Zhao Zhizheng

9 May 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

On 5 May 2016, the Board announced that Baker Tilly resigned as auditors of the Group with effect from 5 May 2016. The Board has proposed to appoint Elite Partners as new auditors of the Group to fill the casual vacancy following the resignation of Baker Tilly and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding the Change of Auditors and to give all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution relating to the Change of Auditors.

PROPOSED CHANGE OF AUDITORS

As set out in the announcement of the Company dated 5 May 2016, the Board announced that Baker Tilly, the former auditors of the Group, has resigned as auditors of the Group with effect from 5 May 2016, as Baker Tilly and the Company could not reach a consensus on the audit fee for the financial year ended 31 March 2016.

Baker Tilly confirmed that there were no matters and circumstances connected with its resignation which it considered should be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board confirms that there is no disagreement between Baker Tilly and the Company, and there are no matters in respect of the resignation of the auditors that need to be brought to the attention of the Shareholders.

The Board has proposed to appoint Elite Partners as new auditors of the Group to fill the casual vacancy following the resignation of Baker Tilly and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to Bye-law 157 of the Bye-laws, the SGM is convened to approve the aforementioned appointment.

SGM

The SGM Notice which contains an ordinary resolution to approve the Change of Auditors, is set out on pages 6 and 7 of this circular.

A proxy form is herewith enclosed for use at the SGM. Whether or not you propose to attend the SGM, you are requested to complete the proxy form and return the same to the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the SGM or any adjournment meeting if they so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll save for purely procedural or administrative matters. The Chairman of the SGM will therefore demand a poll on the resolution to be proposed at the SGM pursuant to Bye-Law 66 of the Bye-Laws. An announcement will be made by the Company following the conclusion of the SGM to inform the Shareholders of the results of the SGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that the ordinary resolution relating to the proposed appointment of Elite Partners as auditors of the Group as set out in the SGM Notice is in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders to vote in favour of the ordinary resolution in respect of the appointment of Elite Partners at the SGM.

Yours faithfully,

By order of the Board

CODE AGRICULTURE (HOLDINGS) LIMITED

Jingquan Yingzi

Chairman

NOTICE OF SPECIAL GENERAL MEETING



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 a special general meeting of CODE AGRICULTURE (HOLDINGS) LIMITED (the “Company”) will be held at Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 31 May 2016 at 11:00 a.m. for the following purpose of considering and, if thought fit, approving the following resolution as an ordinary resolution of the Company, with or without amendments:

ORDINARY RESOLUTION

“**THAT** Elite Partners CPA Limited be and is hereby appointed as auditors of the Company and its subsidiaries to fill the vacancy following the resignation of Baker Tilly Hong Kong Limited and to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is authorized to fix their remuneration.”

By order of the Board

CODE AGRICULTURE (HOLDINGS) LIMITED

Jingquan Yingzi

Chairman

Hong Kong, 9 May 2016

NOTICE OF SPECIAL GENERAL MEETING

Head office and principal place of business:

Rooms 1120-26,
11th Floor, Sun Hung Kai Center,
30 Harbour Road, Wanchai
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, Mr. Wang Anyuan 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.