



CODE AGRICULTURE (HOLDINGS) LIMITED

科地農業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8153)

PROXY FORM FOR ANNUAL GENERAL MEETING

Proxy form for use at the annual general meeting to be held on 29 September 2011 (or any adjournment thereof)

I/We (1) _____ of _____ being the registered holder(s) of (2) _____ shares of HK\$0.01 each in the capital of the Company hereby appoint the Chairman of the Meeting, or (3) _____

_____ as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (and at any adjournment thereof) to be held at Falcon Room I, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong, on Thursday, 29 September 2011 at 3:00 p.m. and to vote in respect of the following resolutions as indicated and on any other business that may properly come before the annual general meeting, and, if no such indication is given, as my/our proxy thinks fit:—

	ORDINARY RESOLUTIONS	FOR (4)	AGAINST (4)
1.	To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 March 2011.		
2.	(i) To re-elect Ms. Jingquan Yingzi as the chairman and executive director of the Company;		
	(ii) To re-elect Mr. Shan Xiaochang as an executive director of the Company;		
	(iii) To re-elect Mr. Wu Zhongxin as an executive director of the Company;		
	(iv) To re-elect Mr. Stephen William Frostick as an executive director of the Company;		
	(v) To re-elect Prof. Liu Guoshun as a non-executive director of the Company;		
	(vi) To re-elect Mr. Sousa Richard Alvaro as an independent non-executive director of the Company;		
	(vii) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint KL CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to issue allot and deal with additional shares not exceeding 20% of the aggregate nominal amount of the existing issued share capital of the Company on the date of passing this Resolution.		
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing this Resolution.		
6.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by adding to it the nominal amount of shares repurchased by the Company.		

Dated: _____

Signature (5): _____

Notes:—

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 Company registered in your name(s).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting, or" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company. Please note that according to the articles of association of the Company, a member of the Company who is the holder of two or more shares may appoint more than one proxies to attend and vote at a general meeting of the Company.
- IMPORTANT:** If you wish to vote for any resolution, please tick the appropriate box(es) marked "For". If you wish to vote against any resolution, please tick the appropriate box(es) marked "Against". Failure to complete any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
- This proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed either under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) 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 joint holding.
- To be valid, this proxy form together with the power of attorney 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, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the annual general meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.