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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)

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 11:00 a.m., on Wednesday, 5 December 2018 at Room 2007, 20th Floor, C C Wu Building, 302-308 Hennessy 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 an ordinary resolutions:

ORDINARY RESOLUTION

“THAT

- 1 (a) subject to the Stock Exchange (as defined in the circular dated 19 November 2018 despatched to the shareholders of the Company (the “**Circular**”)) having granted its consent or approval to the proposed amendments in relation to the 2015 Convertible Bonds (as defined in the Circular) including, among others, the grant of the listing of, and permission to deal in, the Conversion Shares in relation to the 2015 Convertible Bonds (as defined in the Circular) to be allotted and issued and the additional ordinary shares of the Company to be allotted and issued at the Conversion Price (as defined in the Circular) in the event the holder of the 2015 Convertible Bonds request the Company to pay the interest of the 2015 Convertible Bonds by ordinary shares of the Company, the Directors (as defined in the Circular) be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Conversion Shares in relation to the 2015 Convertible Bonds and the Additional Shares in relation to the 2015 Convertible Bonds (as defined in the Circular); and
- (b) any Director be and is hereby authorised to exercise all power of the Company and take all steps as might in his opinion be desirable, necessary or expedient to implement and/or give effect to the proposed amendments to the 2015 Convertible Bonds.

- 2 (a) subject to the Stock Exchange having granted its consent or approval to the proposed amendments in relation to the 2016 Convertible Bonds (as defined in the Circular) including, among others, the grant of the listing of, and permission to deal in, the Conversion Shares in relation to the 2016 Convertible Bonds (as defined in the Circular) to be allotted and issued and the additional ordinary shares of the Company to be allotted and issued at the Conversion Price in the event the holder of the 2016 Convertible Bonds request the Company to pay the interest of the 2016 Convertible Bonds by ordinary shares of the Company, the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Conversion Shares in relation to the 2016 Convertible Bonds and the Additional Shares in relation to the 2016 Convertible Bonds (as defined in the Circular); and
- (b) any Director be and is hereby authorised to exercise all powers of the Company and take all steps as might in his opinion be desirable, necessary or expedient to implement and/or give effect to the proposed amendments to the 2016 Convertible Bonds.
- 3 subject to and conditional upon, among other things, the Listing Committee of the Stock Exchange granting the approval to the listing of, and the permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective:
- (a) with effect from the first day of trading of the Stock Exchange immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange, every eight (8) issued and unissued ordinary share(s) of HK\$0.0004 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.0032 each (the “**Consolidated Shares**” and each a “**Consolidated Share**”), such Consolidated Shares shall rank pari passu in all respects with each other (the “**Share Consolidation**”);
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
- (c) the Directors be and are hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

By order of the board of Directors
CODE AGRICULTURE (HOLDINGS) LIMITED
Wang Dequn
Chairman

Hong Kong, 19 November 2018

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Room 2007, 20th Floor
C C Wu Building
302-308 Hennessy 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 at the date of this announcement, the executive Directors are Mr. Wang Dequn, Ms. Jingquan Yingzi, Mr. Mao Songtao, Mr. Wang Rongqian, Mr. Hu Chao and Ms. Lin Yan Jenny; and the independent non-executive Directors are Mr. Hau Chi Kit, Mr. Lee Chi Hwa Joshua and Mr. Wong Ching Keung.