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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 Conference Room, Room 2007, 20th Floor, CC Wu Building, 302-308 Hennessy Road, Wan Chai, Hong Kong on Thursday, 22 August 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution of the Company as an ordinary resolution:

ORDINARY RESOLUTION

1. **THAT** subject to and conditional upon the granting of approval by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the listing of, and permission to deal in, the Consolidated Shares (as defined below) of the Company:
 - (a) with effect from the second trading day of the Stock Exchange immediately following the date on which this resolution is passed or the date at which the above condition is fulfilled (whichever is the later), every forty (40) issued and unissued ordinary shares of HK\$0.0004 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.016 (each a “Consolidated Share”), such Consolidated Shares ranking pari passu in all respects with each other (the “Share Consolidation”); and

- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the Share Consolidation.

By order of the Board of
CODE AGRICULTURE (HOLDINGS) LIMITED
Tsang King Sun
Executive Director

Hong Kong, 1 August 2019

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.
8. In order to qualify for attending and voting at the SGM, all share transfers accompanied by the relevant share certificate must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 15 August 2019 for such purpose.

As at the date of this notice, the Board comprises the following Directors:

Executive Directors

Mr. CHOW Chi Wah Vincent (*Managing Director*)
Mr. TSANG King Sun
Ms. LIN Yan Jenny
Mr. WANG Rongqian
Mr. HU Chao

Independent non-executive Directors

Mr. LEE Chi Hwa Joshua
Mr. WONG Ching Keung
Ms. NG Yin Ling Elaine
Dr. SANTOS Antonio Maria

Non-executive Directors

Mr. QIAN Gang (*Chairman*)
Mr. WANG Dequn