



# 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 SPECIAL GENERAL MEETING

Proxy form for use at the special general meeting to be held on 21 August 2015 (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 special general meeting of the Company (and at any adjournment thereof) to be held at Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong, on Friday, 21 August 2015 at 11:00 a.m. and to vote in respect of the following resolution as indicated and on any other business that may properly come before the special general meeting, and, if no such indication is given, as my/our proxy thinks fit:-

SPECIAL RESOLUTION		FOR(4)	AGAINST(4)
1.	To approve the Capital Reorganisation (5)		

Dated \_\_\_\_\_

Signature (6) \_\_\_\_\_

Notes:-

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
3. 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.
4. **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.
5. Details of the Capital Reorganisation and the full text of the special resolution in relation to the Capital Reorganisation are set out in the circular of the Company dated and the Notice of SGM both dated 29 July 2015.
6. 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.
7. 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.
8. 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, at Level 22, Hopewell Centre, 183 Queen's Road East, as soon as possible and in any event no later than 48 hours before the time appointed for the special general meeting or any adjournment thereof.
9. Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.