



CODE AGRICULTURE (HOLDINGS) LIMITED

科地農業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 8153)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING

Form of proxy for use at the special general meeting (the “SGM”) of Code Agriculture (Holdings) Limited (the “Company”) convened to be held at 11:00 a.m. on Wednesday, 14 October 2015 at Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong and (any adjournment thereof)

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of _____
ordinary share(s) ⁽²⁾ of HK\$0.0001 each in the capital of the Company, **HEREBY APPOINT** ⁽³⁾ _____
of _____
or, the chairman (the “Chairman”) of the SGM, as my/our proxy to vote and act for me/us at the SGM (or any adjournment thereof), to be held at 11:00 a.m. on 14 October 2015, at Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice dated 25 September 2015 convening the SGM (the “Notice”) and at the SGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such ordinary resolutions as indicated below or, if no such indication is given, as my/our proxy(ies) thinks fit ⁽⁴⁾.

Please tick (“✓”) the appropriate boxes to indicate how you wish your votes in respect of the resolutions to be cast.

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To consider and approve the Placing Agreement and the transactions contemplated thereunder		

Signature(s) ⁽⁵⁾: _____

Date: _____ 2015

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words “the Chairman of the SGM” and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to tick any or all of the boxes will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the SGM other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if 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.
- 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/its and vote on his/her/its behalf. A proxy need not to be a shareholder of the Company.
- In order to be valid, this 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).
- Completion and delivery of this form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the SGM, and in such event, this form of proxy shall be deemed to be revoked.
- 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.
- Any voting at the SGM shall be taken by poll.