



# 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”) to be held on Tuesday, 31 May 2016  
(or any adjournment thereof)**

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary share(s) <sup>(2)</sup> of HK\$0.0004 each in the capital of Code Agriculture (Holdings) Limited (the “Company”), **HEREBY APPOINT** <sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the Chairman of the meeting, as my/our proxy to vote and act for me/us at the SGM (or any adjournment thereof), to be held at Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong, on Tuesday, 31 May 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution set out in the notice dated 9 May 2016 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 the ordinary resolution as indicated below <sup>(4)</sup>.

	ORDINARY RESOLUTION #	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To approve the appointment of Elite Partners CPA Limited as auditors of the Company and its subsidiaries to fill the vacancy following the resignation of Baker Tilly Hong Kong Limited and to hold office until the conclusion of the next annual general meeting of the Company, and authorize the board of directors of the Company to fix their remuneration		

# The full text of the resolution is set out in the Notice.

Signature(s) <sup>(5)</sup> \_\_\_\_\_

Date \_\_\_\_\_ 2016

**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) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to related to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words ‘the Chairman of the meeting’ and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the Notice convening the SGM.
5. This form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
6. Any shareholder entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
7. 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 notarially 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).
8. Completion and delivery of this form of proxy shall not preclude a shareholder from attending and voting in person at the SGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.
9. 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 was solely entitled hereto; 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.
10. Any voting at the SGM shall be taken by poll.