



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 SPECIAL GENERAL MEETING

Form of proxy for use by the shareholders of Code Agriculture (Holdings) Limited (the "Company") at the special general meeting (the "Meeting") to be convened at Room 2007, 20th Floor, C C Wu Building, 302-308 Hennessy Road, Wan Chai, Hong Kong, on Wednesday, 5 December 2018 at 11:00 a.m. (or any adjournment thereof).

I/We (note a) _____ of _____ being the holder(s) of _____ (note b) shares of HK\$0.0004 each of the Company hereby appoint the chairman (the "Chairman") of the Meeting or _____ of _____ to act as my/our proxy (note c) at the Meeting to be held at Room 2007, 20th Floor, C C Wu Building, 302-308 Hennessy Road, Wan Chai, Hong Kong, on Wednesday, 5 December 2018 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast by way of poll (note d).

ORDINARY RESOLUTIONS			FOR	AGAINST
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 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 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 <i>pari passu</i> 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."		

Dated the _____ day of _____ 2018

Shareholder's signature X _____ X (notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.