



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 ANNUAL GENERAL MEETING

Form of proxy for use by the shareholders of Code Agriculture (Holdings) Limited (the “Company”) at the annual general meeting (the “Meeting”) to be convened at Room 2007, 20th Floor, C C Wu Building, 302–308 Hennessy Road, Wanchai, Hong Kong on Friday, 20 September 2019 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, Wanchai, Hong Kong on Friday, 20 September 2019 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.	To receive and approve the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditor of the Company for the year ended 31 March 2019		
2.	(a) To re-elect Mr. Hu Chao as an executive Director;		
	(b) To re-elect Mr. Wang Rongqian as an executive Director;		
	(c) To re-elect Mr. Tsang King Sun as an executive Director;		
	(d) To re-elect Mr. Chow Chi Wah Vincent as an executive Director;		
	(e) To re-elect Mr. Wang Dequn as a non-executive Director;		
	(f) To re-elect Mr. Qian Gang as a non-executive Director;		
	(g) To re-elect Ms. Ng Yin Ling Elaine as an independent non-executive Director; and		
	(h) To re-elect Dr. Santos Antonio Maria as an independent non-executive Director.		
3.	To authorise the board of Directors to fix the Directors’ remuneration		
4.	To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration		
5.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company’s shares (the “Shares”)		
6.	To grant a general mandate to the Directors to repurchase Shares		
7.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 5		

Dated the _____ day of _____, 2019

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

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b 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).
- c 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.
- d 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.
- e 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.
- f 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.
- g 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Abacus Limited at the above address.