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## **CODE AGRICULTURE (HOLDINGS) LIMITED**

**科地農業控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 8153)**

### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the circular (the “**AGM Circular**”) and notice of the annual general meeting (the “**AGM Notice**”) of Code Agriculture (Holdings) Limited (the “**Company**”) dated 1 September 2017, which set out the time and venue of the annual general meeting of the Company (the “**AGM**”) and contain the resolutions to be considered and approved at the AGM. This supplemental notice shall be read together with the AGM Notice. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the AGM Circular.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held as originally scheduled at Rooms 2037-40, 20th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 29 September 2017 at 3:00 p.m., and resolution numbered 2 (c) in the AGM Notice regarding the re-election of retiring Directors be deleted in its entirety and replaced by “To re-elect Ms. Wu Meirong as an executive Director;”.

By order of the Board  
**Code Agriculture (Holdings) Limited**  
**Hu Chao**  
*Executive Director*

Hong Kong, 5 September 2017

*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tricor Abacus Limited ("**Share Registrar**") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof ("**Closing Time**"). Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. Since the proxy form ("**Initial Proxy Form**") sent together with the AGM Notice was revised in proposed resolution 2 (c) as set out in this supplemental AGM notice, a new proxy form ("**Revised Proxy Form**") has been prepared.
4. A Shareholder who has not yet lodged the Initial Proxy Form with the Share Registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint another person as his/her proxy to attend and vote at the AGM on his/her behalf. In this case, the Initial Proxy Form should not be lodged with the Share Registrar.
5. A Shareholder who has already lodged the Initial Proxy Form with the Share Registrar should note that:
  - (i) if no Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Initial Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Initial Proxy Form, and in respect of the proposed resolution 2 (c) as set out in this supplemental AGM notice, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
  - (ii) if the Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Revised Proxy Form will revoke and supersede the Initial Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
  - (iii) if the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, the Revised Proxy Form will be deemed invalid. The Initial Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Initial Proxy Form, and in respect of the proposed resolution 2 (c) as set out in this supplemental AGM notice, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions. Accordingly, Shareholders are advised not to lodge the Revised Proxy Form after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

*As of the date of this announcement, the executive Directors are Ms. Wu Meirong, Ms. Jingquan Yingzi, Mr. Chin Wai Keung Richard, Mr. Wang Anyuan, Mr. Wang Rongqian, Mr. Hu Chao and Ms. Lin Yan Jenny; and the independent non-executive Directors are Mr. Hau Chi Kit, Mr. Lee Chi Hwa Joshua, Mr. Liu Ping and Mr. Zhao Zhizheng.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the Company’s website at <http://www.code-hk.com>.*