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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)**

**CLARIFICATION ANNOUNCEMENT**  
**REVISED PROXY FORM FOR**  
**THE SPECIAL GENERAL MEETING**

References are made to the notice (the “**SGM Notice**”) of the special general meeting to be held on 27 March 2020 (the “**SGM**”) and the proxy form for the SGM (the “**Original Proxy Form**”) published on 6 March 2020 by Code Agriculture (Holdings) Limited (the “**Company**”), among which the date, time and venue of the SGM and the resolutions to be proposed at the SGM for shareholders’ approval were set out.

This announcement hereby clarifies that the resolution regarding the Change of Company Name in the Original Proxy Form shall be a special resolution and the resolution regarding the New Share Option Scheme in the Original Proxy Form shall be an ordinary resolution of the Company.

Accordingly, a revised proxy form (the “**Revised Proxy Form**”) for the SGM (or any adjournment thereof) will be despatched to the shareholders of the Company (the “**Shareholders**”) and has been published onto the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company ([www.code-hk.com](http://www.code-hk.com)). The date, time and address for holding the SGM remain unchanged.

If the Shareholders wish to appoint a proxy to attend and vote at the SGM on his/her behalf and if the Shareholders have not yet returned the Original Proxy Form published on 6 March 2020 to the Company, the Shareholders should complete, sign and return the Revised Proxy Form to the Company’s branch share registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 48 hours before the time appointed for holding the SGM or any of its adjournment (as the case may be) (the “**Closing Time**”). In this case, the Original Proxy Form should not be submitted to the Company.

If the Shareholders wish to appoint any proxy to attend and vote at the SGM on his/her behalf, and have already duly completed and lodged the Original Proxy Form with the Company's branch share registrar prior to the date of this announcement (i.e. 10 March 2020), the Shareholders should note that:

- (a) if no Revised Proxy Form is lodged with the Company's branch share registrar prior to the Closing Time, the Original Proxy Form will be treated as a valid form of proxy lodged by him or her if correctly completed and signed and returned in accordance with the instructions. The proxy appointed by the Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly proposed to the SGM.
- (b) if the Revised Proxy Form is lodged with the Company's branch share registrar prior to the Closing Time, the Revised Proxy Form will revoke and supersede the relevant Original Proxy Form previously lodged by him or her. The Revised Proxy Form will be treated as a valid form of proxy lodged by such shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon; and
- (c) if the duly completed and signed Revised Proxy Form is lodged with the Company's branch share registrar after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form previously lodged by such shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on any proposed resolution.

Shareholders should note that completion and delivery of the Original Proxy Form and/or the Revised Proxy Form shall not preclude a member from attending and voting in person at the SGM (or any adjournment thereof) if the member so wish and in such event, the Original Proxy Form and/or the Revised Proxy Form should be deemed to be revoked.

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

Hong Kong, 10 March 2020

*As of the date of this announcement, the executive Directors are Mr. Guo Gelin, Mr. Chow Chi Wah Vincent, Mr. Wang Rongqian and Mr. Hu Chao; the non-executive Director is Mr. Wang Dequn; and the independent non-executive Directors are Mr. Lee Chi Hwa Joshua, Mr. Wong Ching Keung, Ms. Ng Yin Ling Elaine and Dr. Antonio Maria Santos.*

*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 <http://www.hkgem.com> for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at <http://www.code-hk.com>.*