



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 use by the shareholders of Code Agriculture (Holdings) Limited (the "Company") at the annual general meeting (the "Meeting") to be convened at Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 December 2013 at 5:00 p.m. (or any adjournment thereof).

I/We (note a) _____ of _____
_____ being the holder(s) of _____ (note b)
shares of HK\$0.01 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 Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 December 2013 at 5:00p.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 auditors of the Company for the year ended 31 March 2013		
2.	(a) To re-elect Mr. Wu Zhongxin as executive Director;		
	(b) To re-elect Mr. Stephen William Frostick as executive Director;		
	(c) To re-elect Prof. Liu Guoshun as non-executive Director;		
	(d) To re-elect, approve, and confirm the retiring Director, namely Mr. Sousa Richard Alvaro as independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director; and		
	(e) To authorise the board of Directors to fix the Directors' remuneration		
3.	To re-appoint Baker Tilly Hong Kong Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration		
4.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's shares (the "Shares")		
5.	To grant a general mandate to the Directors to repurchase the Shares		
6.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 4		
7.	To approve the refreshment of the 10% scheme mandate limit on the grant of options under the share option scheme		

Dated the _____ day of _____ 2013

Shareholder's signature _____ (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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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 initialised by the person who signs the form.