



**CODE AGRICULTURE (HOLDINGS) LIMITED**  
**科地農業控股有限公司**

(Incorporated in Bermuda with limited liability)

(Stock code: 8153)

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

**Revised form of proxy for use at the special general meeting (“SGM”) of Code Agriculture (Holdings) Limited (“Company”) convened to be held at Room 2007, 20th Floor, C C Wu Building, 302-308 Hennessy Road, Wan Chai, Hong Kong on Friday, 27 March 2020 at 11:00 a.m. (or any adjournment thereof).**

I/We \_\_\_\_\_<sup>(1)</sup>  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary share(s)<sup>(2)</sup> of HK\$0.0004 each in the share capital of the Company, **HEREBY APPOINT**<sup>(3)</sup> of \_\_\_\_\_

or, the chairman (the “Chairman”) of the SGM, as my/our proxy to vote and act for me/us at the SGM (or any adjournment thereof), to be held at Room 2007, 20th Floor, C C Wu Building, 302-308 Hennessy Road, Wan Chai, Hong Kong on Friday, 27 March 2020 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice dated 6 March 2020 convening the SGM (“Notice”) and at the SGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the special and ordinary resolutions as indicated below or, if no such indication is given, as my/our proxy(ies) thinks fit<sup>(4)</sup>.

Please tick (“√”) the appropriate boxes to indicate how you wish your votes in respect of the resolutions to be cast.

<b>SPECIAL RESOLUTION<sup>(4)</sup></b>	<b>FOR<sup>(4)</sup></b>	<b>AGAINST<sup>(4)</sup></b>
To approve the Change of Company Name		

  

<b>ORDINARY RESOLUTION<sup>(4)</sup></b>	<b>FOR<sup>(4)</sup></b>	<b>AGAINST<sup>(4)</sup></b>
To approve the New Share Option Scheme		

Signature(s)<sup>(5)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_ 2020

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) to which the proxy relates. If no number is inserted, this revised form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words ‘the Chairman of the SGM’ and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- The full text of the resolution(s) is set out in the Notice. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to tick any or all of the boxes will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the SGM other than those referred to in the Notice.
- This revised form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- Any shareholder of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy(ies) to represent him/her/it and vote on his/her/its behalf. A proxy need not to be a shareholder of the Company.
- In order to be valid, this revised form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the SGM (or any adjournment thereof).
- Completion and delivery of this revised form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the SGM, and in such event, this revised form of proxy shall be deemed to be revoked.
- Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
- Any voting at the SGM shall be taken by poll.
- Shareholders who have lodged the proxy form despatched on 6 March 2020 (the “**Original Proxy Form**”) with the Company’s branch share registrar prior to the date of the clarification announcement (i.e. 10 March 2020) should note that:
  - If no revised proxy form is lodged with the Company’s branch share registrar prior to the Closing Time, the Original Proxy Form(s) 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 printed thereon. 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.
  - 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.
  - 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.