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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 28 SEPTEMBER 2010

The Board is pleased to announce that all resolutions proposed at the AGM held on 28 September 2010 were duly passed by the Shareholders by way of poll at the AGM.

Reference is made to the circular incorporating a notice of annual general meeting of Code Agriculture (Holdings) Limited (the “Company”) dated 27 August 2010 (the “Circular”), in relation to the general mandates to issue and repurchase shares, re-election of directors and refreshment of the scheme limit. Unless otherwise defined, terms used herein shall have the same meaning as defined in the Circular.

The board of directors (the “Board”) of the Company is pleased to announce that all the resolutions as set out in the notice of annual general meeting (the “AGM”) of the Company dated 27 August 2010 were duly passed by the shareholders of the Company by way of poll at the AGM of the Company held on 28 September 2010.

As at the date of the AGM, the total number of Shares in the issued share capital of the Company was 2,713,798,244 Shares. None of the Shareholders were required to abstain from voting at the AGM. Accordingly, there were a total of 2,713,798,244 Shares, representing the entire issued share capital of the Company, entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The poll results in respect of all the resolutions at the AGM are set out as follows:

Ordinary Resolutions		For		Against	
		Number of shares	%	Number of shares	%
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2010	708,558,000	100	0	0
2.	To re-elect Mr. Wong Man Hung Patrick as a director of the Company	708,558,000	100	0	0
3.	To re-elect Mr. Feng Xiao Ping as a director of the Company	708,558,000	100	0	0
4.	To re-elect Mr. Lee Chi Hwa Joshua as a director of the Company	708,558,000	100	0	0
5.	To re-elect Ms. Chan Mei Bo Mabel as a director of the Company	708,558,000	100	0	0
6.	To authorize the Board of Directors to fix the remuneration of the directors	708,558,000	100	0	0
7.	To re-appoint auditors and to authorize the Board of Directors to fix their remuneration	708,558,000	100	0	0
8.	(A) To pass the resolution no. 8A set out in the notice	708,558,000	100	0	0
	(B) To pass the resolution no. 8B set out in the notice	651,402,000	91.93	57,156,000	8.07
	(C) To pass the resolution no. 8C set out in the notice	651,402,000	91.93	57,156,000	8.07
	(D) To pass the resolution no. 8D set out in the notice	708,558,000	100	0	0

As more than 50% of the votes were cast in favour of each of the above resolutions, all such resolutions were duly passed as ordinary resolutions of the Company.

On behalf of the Board
Code Agriculture (Holdings) Limited
Wong Man Hung Patrick
Chairman

Hong Kong, 28 September 2010

As at the date of this announcement, the executive Directors are Mr. Wong Man Hung Patrick, Mr. Law Kwok Leung, Mr. Feng Xiao Ping and Mr. Stephen William Frostick; and the independent non-executive Directors are Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Ms. Chan Mei Bo Mabel.

This announcement, for which the directors of Code Agriculture (Holdings) Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Code Agriculture (Holdings) Limited. 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.

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