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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 RESULT OF THE SPECIAL GENERAL MEETING

Reference is made to the circular (the “Circular”) of Code Agriculture (Holdings) Limited (the “Company”) dated 29 April 2011. Terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise defined herein.

The Board is pleased to announce that the resolution relating to the Disposal was duly passed by the Independent Shareholders by way of poll at the SGM held on 18 May 2011. The Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, was appointed as the scrutineer for the vote-taking at the SGM.

As at the date of SGM, the total number of issued Shares was 2,713,798,244. The Board confirmed that Ms. Jingquan, Mr. Shan and Mr. Wu and their associates who were interested in 32,450,000 Shares had abstained from voting at the SGM on the resolution to approve the Disposal. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the resolution at the SGM was 2,681,348,244 Shares. There was no Share entitling the holder to attend and vote only against the resolution to approve the Disposal at the SGM. There was no party who had stated his/her/its intention in the Circular to vote against the resolution at the SGM or to abstain has done so at the SGM.

The poll result in respect of the ordinary resolution is as follows:

Ordinary Resolution		Number of Votes (%)	
		For	Against
1	To approve the Disposal	60,653,000 (65.11%)	32,500,000 (34.89%)

As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed as ordinary resolution of the Company at the SGM.

By Order of the Board
Code Agriculture (Holdings) Limited
Wong Man Hung Patrick
Director

Hong Kong, 18 May 2011

As of the date of this announcement, the executive directors of the Company are Ms. Jingquan Yingzi, Mr. Wong Man Hung Patrick, Mr. Shan Xiaochang, Mr. Wu Zhongxin, Mr. Feng Xiao Ping and Mr. Stephen William Frostick; the non-executive director of the Company is Prof. Liu Guoshun; and the independent non-executive directors of the Company are Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Ms. Chan Mei Bo Mabel.

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 pages of “Latest Company Announcements” on the GEM website at <http://www.hkgem.com> and on the Company’s website at <http://www.code-hk.com> for at least 7 days from the date of its posting.