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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 30 April 2012. 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 Change of Auditors was duly passed by the Shareholders by way of poll at the SGM held on 24 May 2012. The Company’s 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, which was the total number of shares entitling the Shareholders to attend and vote on the resolution at the SGM. There was no share in the Company entitling any Shareholder to attend and abstain from voting in favour of the resolution at the SGM as set out in Rule 17.47A of the GEM Listing Rules and no Shareholders were required under the GEM Listing Rules to abstain from voting 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 appointment of Baker Tilly Hong Kong Limited as auditors of the Company and its subsidiaries to fill the vacancy following the resignation of KL CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the board of directors of the Company to fix their remuneration.	379,552,000 (100%)	0 (0%)

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, 24 May 2012

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 Xiaoping 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 and Mr. Lee Chi Hwa Joshua.

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.