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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 THE ANNUAL GENERAL MEETING AND RETIREMENT OF EXECUTIVE DIRECTOR

The board (the “Board”) of directors (the “Directors”) of Code Agriculture (Holdings) Limited (the “Company”) is pleased to announce that at the annual general meeting of the Company held on 28 September 2012 (the “AGM”), a poll was demanded by the Chairman for voting on all the proposed resolutions as set out in the notice of the AGM dated 30 August 2012. The Company’s share registrar and transfer office in Hong Kong, Tricor Abacus Limited, was appointed as the scrutineer for the vote-taking at the AGM.

As at the date of the AGM, the total number of shares in the Company was 2,713,798,244, which was the total number of shares entitling the shareholders of the Company (the “Shareholders”) to attend and vote on the resolutions at the AGM. There was no share in the Company entitling any Shareholder to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and no Shareholders were required under the GEM Listing Rules to abstain from voting at the AGM. There was no party who had stated his/her intention in the circular of the Company dated 30 August 2012 to vote against any resolution at the AGM or to abstain has done so at the AGM.

The poll results in respect of the ordinary resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 March 2012.	706,554,000 (100%)	0 (0%)
2.	(i) To re-elect Mr. Wong Man Hung Patrick as an executive director of the Company.	706,554,000 (100%)	0 (0%)
	(ii) To re-elect Mr. Lee Chi Hwa Joshua as an independent non-executive director of the Company.	706,554,000 (100%)	0 (0%)
	(iii) To re-elect Mr. Zhao Zhizheng as an independent non-executive director of the Company.	706,554,000 (100%)	0 (0%)
	(iv) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	706,554,000 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	To re-appoint Baker Tilly Hong Kong Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	706,554,000 (100%)	0 (0%)
4.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares not exceeding 20% of the aggregate nominal amount of the existing issued share capital of the Company on the date of passing this Resolution.	706,554,000 (100%)	0 (0%)
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing this Resolution.	706,554,000 (100%)	0 (0%)
6.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by adding to it the nominal amount of shares repurchased by the Company.	706,554,000 (100%)	0 (0%)

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

RETIREMENT OF EXECUTIVE DIRECTOR

The Board further announces that Mr. Feng Xiaoping (“Mr. Feng”), an executive Director who in accordance with the Bye-laws of the Company retired as the Director by rotation at the AGM and being eligible to offer himself for re-election at the AGM, did not seek for re-election at the AGM due to his time constraint in focusing other business engagements. Mr. Feng retired at the conclusion of the AGM.

Mr. Feng has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Feng for his contribution to the Group during his tenure of directorship.

By Order of the Board
Code Agriculture (Holdings) Limited
Jingquan Yingzi
Chairman

Hong Kong, 28 September 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 and Mr. Stephen William Frostick; the non-executive director is Prof. Liu Guoshun; and the independent non-executive directors are Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Mr. Zhao Zhizheng.

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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website <http://www.hkgem.com> for 7 days from the date of its publication and on the Company’s website at <http://www.code-hk.com>.