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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

The Board is pleased to announce that all the resolutions proposed were duly passed by way of poll at the AGM held on 10 December 2013.

Reference is made to the circular (the “**Circular**”) of Code Agriculture (Holdings) Limited (the “**Company**”) dated 11 November 2013 and all resolutions proposed in the notice of annual general meeting (the “**Notice of AGM**”) contained herein. Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that all the resolutions proposed were duly passed by way of poll at the annual general meeting of the Company held on 10 December 2013 (the “**AGM**”).

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

As at the AGM date, the total number of issued shares in the Company was 2,713,798,244 Shares, which was equivalent to the total number of Shares entitling the Shareholders to attend and vote for or against the relevant resolutions at the AGM. To the best of the Directors' knowledge, belief and information, no Shareholders had a material interest in the resolutions proposed at the AGM. No Shareholders were entitled to attend and abstain from voting in favour of the required resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules. No Shareholders were required under the GEM Listing Rules to abstain from voting at the AGM. No persons had indicated in the Circular that they intended to vote against or to abstain from voting on any resolution at the AGM.

The poll results in respect of all the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and approve the audited consolidated financial statements and the reports of the directors (the "Directors") and auditors of the Company for the year ended 31 March 2013	712,056,000 (100.00%)	0 (0%)
2.	(a) To re-elect Mr. Wu Zhongxin as executive Director;	712,056,000 (100.00%)	0 (0%)
	(b) To re-elect Mr. Stephen William Frostick as executive Director;	712,056,000 (100.00%)	0 (0%)
	(c) To re-elect Prof. Liu Guoshun as non-executive Director;	712,056,000 (100.00%)	0 (0%)
	(d) To re-elect, approve, and confirm the retiring Director, namely Mr. Sousa Richard Alvaro as independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director; and	712,056,000 (100.00%)	0 (0%)
	(e) To authorise the board of Directors to fix the Directors' remuneration	712,056,000 (100.00%)	0 (0%)
3.	To re-appoint Baker Tilly Hong Kong Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration	712,056,000 (100.00%)	0 (0%)
4.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's shares (the "Shares")	712,056,000 (100.00%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase the Shares	712,056,000 (100.00%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
6.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 4	712,056,000 (100.00%)	0 (0%)
7.	To approve the refreshment of the 10% scheme mandate limit on the grant of options under the share option scheme	712,056,000 (100.00%)	0 (0%)

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

By order of the Board
Code Agriculture (Holdings) Limited
Stephen William Frostick
Executive Director

Hong Kong, 10 December 2013

As of the date of this announcement, the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. Wong Man Hung Patrick, 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 collectively and individually accept full responsibilities, 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 “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company’s website at <http://www.code-hk.com>.