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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 DIRECTOR

Reference is made to the circular (the “Circular”) of Code Agriculture (Holdings) Limited (the “Company”) dated 21 August 2015 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 is pleased to announce that all resolutions, save for resolution no. 2(b), set out in the Notice of AGM were duly passed by the Shareholders by way of poll at 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 SGM.

As at the AGM date, the total number of issued Adjusted Shares was 432,493,894 Adjusted Shares, which was equivalent to the total number of Adjusted 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 resolution proposed at the AGM. No Shareholders were entitled to attend and abstain from voting in favour of the required resolution 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 and auditor of the Company for the year ended 31 March 2015	116,366,569 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Chin Wai Keung Richard as an executive Director;	116,366,569 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Stephen William Frostick as an executive Director;	9,452,500 (8.12%)	106,914,069 (91.88%)
	(c) To re-elect Prof. Liu Guoshun as a non-executive Director; and	116,366,569 (100.00%)	0 (0.00%)
	(d) To authorise the board of Directors to fix the Directors' remuneration	116,366,569 (100.00%)	0 (0.00%)
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	116,366,569 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Shares	116,366,569 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to repurchase Shares	116,366,569 (100.00%)	0 (0.00%)
6.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 4	116,366,569 (100.00%)	0 (0.00%)
7.	To approve the refreshment of the 10% scheme mandate limit on the grant of options under the share option scheme	116,366,569 (100.00%)	0 (0.00%)

As more than 50% of the votes were cast in favour of each of the resolutions nos. 1, 2(a), 2(c), 2(d) and 3-7, save for resolution no. 2(b), all such resolutions were duly passed as ordinary resolutions of the Company by way of poll at the AGM. As there was not majority of the votes cast in favour of resolution no 2(b), resolution no. 2(b) was not passed by way of poll at the AGM.

RETIREMENT OF DIRECTORS

As indicated above, the resolution no. 2(b) regarding the re-election of Mr. Stephen William Frostick (“**Mr. Frostick**”) as an executive director was not passed at the AGM since there was not a majority of votes cast for such resolutions. Accordingly, Mr. Frostick has retired as an executive Director with effect from 14 September 2015 and Mr. Frostick will also resign as compliance officer and authorised representative of the Company with effect from 14 September 2015.

The Company is in the process of identifying suitable candidate and will fill the vacancy of compliance officer and authorised representative of the Company as soon as practicable. Further announcement will be made in relation to such appointment as and where appropriate.

The Board would like to express its sincere gratitude to Mr. Frostick his contribution to the Company during their terms of office with the Company.

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

Hong Kong, 14 September 2015

As of the date of this announcement, the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard and Mr. Wu Zhongxin; 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 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 “Latest Company Announcements” page of the GEM website for 7 days from the date of its publication and on the Company’s website at <http://www.code-hk.com>.