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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 SGM HELD ON 14 OCTOBER 2015 AT 11:00 A.M.

The Board is pleased to announce that the Resolution was duly passed by the Shareholders by way of poll at the SGM held on 14 October 2015 at 11:00 a.m..

Reference is made to the circular of Code Agriculture (Holdings) Limited (the "**Company**") dated 25 September 2015 in relation to the Placing (the "**Circular**") and the notice of the SGM of the same date (the "**Notice**"). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

As at the date of the SGM, the total number of issued Shares was 432,493,894 Shares, which was the total number of Shares entitling Shareholders to attend and vote for or against the ordinary resolution relating to the Placing put forward at the SGM (the "**Resolution**"). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Placees have yet been identified by the Placing Agent. As such, no Shareholders are considered to have material interest in the Placing and are required to abstain from voting on the Resolution proposed at the SGM as required under the GEM Listing Rules. None of the Shareholders entitled to attend the SGM can vote only against the Resolution. None of the Shareholders was entitled to attend and abstain from voting in favour of the Resolution proposed at the SGM according to Rule 17.47A of the GEM Listing Rules. None of the Shareholders has stated their intention in the Circular to vote against the Resolution or to abstain from voting on the Resolution at the SGM.

In accordance with the GEM Listing Rules, voting of the Resolution as set out in the Notice was taken by poll. Tricor Abacus Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

The Board is pleased to announce that the Resolution was duly passed at the SGM held on 14 October 2015 at 11:00 a.m. by way of poll by the Shareholders. The poll results in respect of the Resolution were as follows:

Ordinary Resolution	**Number of votes** *(Approximate %)*	
	For	**Against**
To consider and approve the Placing Agreement and the transactions contemplated thereunder	110,254,569 (100.00%)	0 (0.00%)

Please refer to the Notice for the full text of the Resolution.

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

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

Hong Kong, 14 October 2015

As of the date of this announcement, the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard, Mr. Wang Anyuan 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 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.