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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 HELD ON 3 JUNE 2016**

The Board is pleased to announce that the Resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the SGM.

Reference is made to the circular of Code Agriculture (Holdings) Limited (the “**Company**”) dated 19 May 2016 (the “**Circular**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of same date. Unless otherwise defined, terms used herein shall have the same meanings as those set out in the Circular.

#### **POLL RESULT OF THE SGM**

In accordance with the GEM Listing Rules, voting of the proposed ordinary resolution as set out in the Notice was taken by poll at the SGM (the “**Resolution**”). The Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As at the date of the SGM, there were 211,279,633 Shares in issue, which was also the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution proposed at the SGM. 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.

The Board is pleased to announce that the Resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the SGM. The poll result for the Resolution is as follows:

Ordinary resolution	Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
	For	Against	
To consider and approve the Placing Agreement and the transactions contemplated thereunder.	41,303,361 (100.00%)	0 (0.00%)	41,303,361 (100.00%)

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

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

By Order of the Board of  
**CODE AGRICULTURE (HOLDINGS) LIMITED**  
**Jingquan Yingzi**  
*Chairman*

Hong Kong, 3 June 2016

*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 jointly and individually accept full responsibility, including the 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 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>.*