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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**

Reference is made to the circular (the “**Circular**”) of Code Agriculture (Holdings) Limited (the “**Company**”) dated 29 August 2016 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 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 AGM.

As at the AGM date, the total number of issued Shares was 682,109,199 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 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 (the “ <b>Directors</b> ”) and auditor of the Company for the year ended 31 March 2016	593,404,610 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Wang Anyuan as an executive Director;	593,404,610 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Wang Rongqian as an executive Director;	593,404,610 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. Hu Chao as an executive Director;	593,404,610 (100.00%)	0 (0.00%)
	(d) To re-elect Sousa Richard Alvaro (who has served the Company as an independent non-executive Director for more than 9 years) as an independent non-executive Director;	566,253,652 (95.42%)	27,150,958 (4.58%)
	(e) To authorise the board of Directors to fix the Directors’ remuneration	593,404,610 (100.00%)	0 (0.00%)
3.	To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration	593,404,610 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Shares	593,404,610 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to repurchase Shares	593,404,610 (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	593,404,610 (100.00%)	0 (0.00%)

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**  
**Jingquan Yingzi**  
*Chairman*

Hong Kong, 29 September 2016

*As of the date of this announcement, the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard, Mr. Wang Anyuan, Mr. Wang Rongqian and Mr. Hu Chao; 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>.*