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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 SPECIAL GENERAL MEETING HELD ON 1 FEBRUARY 2017

The Board is pleased to announce that the Resolution was duly passed by the Shareholders by way of poll at the SGM held on 1 February 2017 at 11:00 a.m..

Reference is made to the circular of Code Agriculture (Holdings) Limited (the “**Company**”) dated 16 January 2017 in relation to the proposed Disposal (the “**Circular**”) and the notice of the special general meeting 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 1,121,900,979 Shares, which was the total number of Shares entitling Shareholders to attend and vote for or against the ordinary resolution relating to the proposed Disposal put forward at the SGM (the “**Resolution**”). To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders are considered to have material interest in the Resolution 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 1 February 2017 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 Disposal and the transactions contemplated thereunder.	668,126,318 (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, 1 February 2017

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, Mr. Hu Chao and Ms. Lin Yan Jenny; and the independent non-executive Directors are Mr. Hau Chi Kit, 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>.