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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 AND APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the circular (the “**Circular**”) of Code Agriculture (Holdings) Limited (the “**Company**”) dated 22 August 2018 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 2,514,475,222 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 and auditor of the Company for the year ended 31 March 2018	805,930,754 (100.00%)	0 (0.00%)
2.	(a) To re-elect Ms. Jingquan Yingzi as an executive Director;	805,930,754 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Chin Wai Keung Richard as an executive Director;	805,930,754 (100.00%)	0 (0.00%)
	(c) To appoint Mr. Wong Ching Keung as an independent non-executive Director	805,930,754 (100.00%)	0 (0.00%)
3.	To authorise the board of Directors to fix the Directors' remuneration	805,930,754 (100.00%)	0 (0.00%)
4.	To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration	805,930,754 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Shares	805,930,754 (100.00%)	0 (0.00%)
6.	To grant a general mandate to the Directors to repurchase Shares	805,930,754 (100.00%)	0 (0.00%)
7.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 5	805,930,754 (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.

## **RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board further announces that Mr. Zhao Zhizheng (“**Mr. Zhao**”), an independent non-executive Director who in accordance with the Bye-laws retired as the Director by rotation at the AGM and being eligible to offer himself for re-election at the AGM, did not seek for re-election at the AGM due to his time constraint in pursuing other business commitments. Mr. Zhao retired at the conclusion of the AGM. Accordingly, Mr. Zhao resigned as a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee with effect from 21 September 2018.

Mr. Zhao has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Zhao for his contribution to the Group during his tenure of directorship.

As indicated above, the resolution no. 2(c) regarding the appointment of Mr. Wong Ching Keung (“**Mr. Wong**”) as an independent non-executive Director was passed. Accordingly, Ms. Wong has been appointed as independent non-executive Director, a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee with effect from the conclusion of the AGM.

The Board would like to express its welcome to Mr. Wong for joining the Board.

By order of the Board  
**Code Agriculture (Holdings) Limited**  
**Wu Meirong**  
*Chairlady*

Hong Kong, 21 September 2018

*As at the date of this announcement, the executive Directors are Ms. Wu Meirong, Ms. Jingquan Yingzi, Mr. Chin Wai Keung Richard, 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. Wong Ching Keung.*

*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’s website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at <http://www.code-hk.com> for at least 7 days from the day of its posting.*