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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 SPECIAL GENERAL MEETING HELD ON 5 DECEMBER 2018

Reference is made to (i) the circular of Code Agriculture (Holdings) Limited (the “**Company**”) dated 19 November 2018 (the “**Circular**”) in relation to, among others, the Supplemental Agreements, the Proposed Amendments and the proposed Share Consolidation; and (ii) the notice of the SGM of the Company dated 19 November 2018 (the “**Notice of SGM**”). Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the resolutions, apart from Resolution no. 3, as set out in the Notice of SGM (the “**Resolutions**”) were duly passed by the Shareholders by way of poll at the SGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, was appointed as the scrutineer for the purpose of vote-taking at the SGM.

The poll results in respect of the Resolutions were as follows:

Ordinary Resolutions[#]		Number of votes cast (Approximate % of total number of votes cast)	
		For	Against
1.	To approve the proposed amendments to the 2015 Convertible Bonds and the grant of the Specific Mandate to allot and issue the Conversion Shares in relation to the 2015 Convertible Bonds and the Additional Shares in relation to the 2015 Convertible Bonds.	1,325,016,142 (100%)	0 (0.00%)
2.	To approve the proposed amendments to the 2016 Convertible Bonds and the grant of the Specific Mandate to allot and issue the Conversion Shares in relation to the 2016 Convertible Bonds and the Additional Shares in relation to the 2016 Convertible Bonds.	1,325,016,142 (100%)	0 (0.00%)
3.	To approve the Share Consolidation.	220,000,070 (14.41%)	1,306,221,072 (85.59%)

[#] The full text of the Resolutions are set out in the Notice of SGM.

As more than 50% of the votes were cast in favour of the Resolutions no. 1 and no. 2, such Resolutions were duly passed as ordinary resolutions of the Company by way of poll at the SGM. Resolution no. 3, however, did not attain the required majority and therefore was not passed.

As at the date of the SGM, the total number of issued Shares was 2,680,475,222 Shares. The Bondholders who control or are entitled to exercise control over the voting right of an aggregate of 482,373,284 Shares as at the date of the SGM, representing approximately 18.0% of the issued share capital of the Company, are deemed to have an interest in the Proposed Amendments. They were required to and have abstained from voting at the SGM in respect of Resolutions on CB Amendments (i.e. Resolutions no. 1 and 2). As such, the total number of Shares entitling the Shareholders to attend and vote on Resolutions on CB Amendments was 2,198,101,938 Shares.

Save as disclosed above, to the best of the Directors' knowledge, belief and information, (i) there was no Share entitling any Shareholder to attend and abstain from voting in favour of the Resolutions at the SGM as set out in Rule 17.47A of the GEM Listing Rules; (ii) no Shareholder was required under the GEM Listing Rules to abstain from voting on the Resolutions at the SGM; and (iii) there was no party who had stated his/her/its intention in the Circular to vote against or to abstain from voting on the Resolutions at the SGM. As such, the total number of Shares entitling the Shareholders to attend and vote on the Resolution on the Share Consolidation (i.e. Resolution no. 3) was 2,680,475,222 Shares.

PROPOSED AMENDMENTS IN RELATION TO THE CONVERTIBLE BONDS

Upon passing of the above Resolutions no. 1 and no. 2, the Proposed Amendments are effective as at the date hereof.

By order of the Board
Code Agriculture (Holdings) Limited
Wang Dequn
Chairman

Hong Kong, 5 December 2018

As at the date of this announcement, the executive Directors are Mr. Wang Dequn, Ms. Jingquan Yingzi, Mr. Mao Songtao, 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 website <http://www.hkgem.com> for at least 7 days from the date of its publication. 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 publication.