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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 22 AUGUST 2019 (“SGM”)**

**POLL RESULTS OF THE SGM**

The Proposed Resolution in relation to the Share Consolidation as set out in the SGM Notice did not attain the required majority and therefore was not passed by the Shareholders by way of poll at the SGM. Accordingly, the Share Consolidation will not proceed.

Reference is made to the circular (the “Circular”) of Code Agriculture (Holdings) Limited (the “Company”) dated 1 August 2019 in relation to the Share Consolidation. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Board announces that the proposed ordinary resolution (the “Proposed Resolution”) as set out in the notice of the SGM dated 1 August 2019 (the “SGM Notice”) did not attain the required majority and therefore was not passed at the SGM held on Thursday, 22 August 2019.

As at the date of the SGM, there were 3,746,172,752 issued Shares which were the total number of Shares entitling the Shareholders to attend and vote for or against the Proposed Resolution at the SGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolution at the SGM as set out in Rule 17.47A of the GEM Listing Rules.

None of the Shareholders was required under the GEM Listing Rules to abstain from voting on the Proposed Resolution at the SGM. None of the Shareholders has stated in the Circular his/her/its intention to vote against or to abstain from voting on the Proposed Resolution at the SGM.

Tricor Abacus Limited, the share registrar of the Company, was appointed and acted as the scrutineer for the vote-taking at the SGM.

The poll results in respect of the Proposed Resolution put to the vote at the SGM are set out as follows:

Ordinary resolution		Number of votes (Approximate %) <sup>(Note 1)</sup>	
		For	Against
1.	To approve the Share Consolidation and the transactions contemplated thereunder as set out in the SGM Notice <sup>(Note 2)</sup> .	100,030 (0.01%)	923,166,154 (99.99%)

Notes:

1. The number of votes and the approximate percentage of total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the SGM in person, by authorised representative or by proxy.
2. For the full text of the Proposed Resolution, please refer to the SGM Notice as contained in the Circular.

## TERMINATION OF THE PROPOSED SHARE CONSOLIDATION

As disclosed in the Circular, the proposed Share Consolidation is conditional upon, among other things, the passing of an ordinary resolution by the Shareholders at the SGM. Since such ordinary resolution was not passed, the Share Consolidation will not proceed.

By Order of the Board  
**Code Agriculture (Holdings) Limited**  
**Tsang King Sun**  
*Executive Director*

Hong Kong, 22 August 2019

*As at the date of this announcement, the executive directors of the Company are Mr. Chow Chi Wah Vincent, Mr. Tsang King Sun, Ms. Lin Yan Jenny, Mr. Wang Rongqian, Mr. Hu Chao; the non-executive directors of the Company are Mr. Qian Gang, Mr. Wang Dequn; and the independent non-executive directors of the Company are Mr. Lee Chi Hwa Joshua, Mr. Wong Ching Keung, Ms. Ng Yin Ling Elaine and Dr. Antonio Maria Santos.*

*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>.*