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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)

ANNOUNCEMENT

The board of directors (the “Board”) of Code Agriculture (Holdings) Limited (the “Company”) is pleased to announce that with effect from 26 November 2010:

- (1) Mr. Wong Man Hung Patrick resigned as the Chairman of the Company but remains as the executive director of the Company due to re-division of function; and
- (2) Ms. Jingquan Yingzi, being an existing executive director of the Company, was appointed as the Chairman of the Company in place of Mr. Wong Man Hung Patrick.

Mr. Wong Man Hung Patrick has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

By Order of the Board
Code Agriculture (Holdings) Limited
Wong Man Hung Patrick
Director

Hong Kong, 26 November 2010

As of the date of this announcement, the executive directors of the Company are Mr. Wong Man Hung Patrick, Mr. Shan Xiaochang, Ms. Jingquan Yingzi, Mr. Wu Zhongxin, Mr. Feng Xiao Ping and Mr. Stephen William Frostick; the non-executive director of the Company is Prof. Liu Guoshun; and the independent non-executive directors of the Company are Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Ms. Chan Mei Bo Mabel.

This announcement, for which the directors of Code Agriculture (Holdings) Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Code Agriculture (Holdings) Limited. 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.

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