

FORMS RELATING TO LISTING
FORM F
THE GROWTH ENTERPRISE MARKET (GEM)
COMPANY INFORMATION SHEET

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Company name: Code Agriculture (Holdings) Limited

Stock code (ordinary shares): 8153

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 8 December 2010.

A. General

Place of incorporation: Bermuda

Date of initial listing on GEM: 30 January 2001

Name of Sponsor(s): N/A

Names of directors: Executive Directors:
Jingquan Yingzi
Wong Man Hung Patrick
Shan Xiaochang
Feng Xiao Ping
Wu Zhongxin
Stephen William Frostick

Non-Executive Directors:
Liu Guoshun

Independent Non-Executive Directors:
Sousa Richard Alvaro
Lee Chi Hwa Joshua
Chan Mei Bo Mabel

Name(s) of substantial shareholder(s)
(as such term is defined in rule 1.01 of the
GEM Listing Rules) and their respective
interests in the ordinary shares and other
securities of the Company:

Substantial shareholders:

Interests in the Company

Lee Yuk Lun	approximately 8.08%
Au Yeung Kai Wah	approximately 5.55%

Name(s) of company(ies) listed on GEM
or the Main Board of the Stock Exchange
within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business:

Rooms 3808-10, 38/F., China Resources Building,
26 Harbour Road,
Wanchai, Hong Kong

Web-site address (if applicable):

www.code-hk.com

Principal share registrar and transfer office:

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM 08
Bermuda

Share registrar:

Tricor Abacus Limited

Auditors:

KL CPA Limited
Certified Public Accountants, Hong Kong

B. Business activities

The Group is principally engaged in the research and development, manufacture, sales and marketing, and technical servicing of modern agricultural technology and products in China. Its modern tobacco agricultural business covers extensive aspects, including modified tobacco leaf, agricultural equipment and machinery, new energy, nursery greenhouse, fertilizer, pesticide, biotechnology and related professional services. Other businesses include development of digital television system platform and cordyceps related business in the People's Republic of China.

C. Ordinary shares

Number of ordinary shares in issue:	<u>2,713,798,244</u>
Par value of ordinary shares in issue:	<u>HK\$0.01</u>
Board lot size (in number of shares):	<u>2,000</u>
Name of other stock exchange(s) on which ordinary shares are also listed:	<u>N/A</u>

D. Warrants

Stock code:	<u>N/A</u>
Board lot size:	<u>N/A</u>
Expiry date:	<u>N/A</u>
Exercise price:	<u>N/A</u>
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	<u>N/A</u>
No. of warrants outstanding:	<u>N/A</u>
No. of shares falling to be issued upon the exercise of outstanding warrants:	<u>N/A</u>

E. Other securities

Share options

Pursuant to the share option scheme of the Company adopted on 20 March 2001 (the “Share Option Scheme I”), employees and directors of the Company and its subsidiaries may be granted options to subscribe for shares representing up to a maximum of 30% of the issued capital of the Company together with any other share option scheme of the Company from time to time. As at the report date, no share option was granted under the Scheme I since its adoption.

Pursuant to the share option scheme of the Company adopted on 2 February 2009 (the “Share Option Scheme II”), employees, directors, supplier, customer, contractor, subcontractor, expert, consultant or adviser of the Company and its subsidiaries may be granted options to subscribe for shares representing up to a maximum of 10% of the issued capital of the Company as at the date of approval. As the report date, there remaining 10,000,000 shares options outstanding

Any option granted under the Share Option Scheme I may be exercised at any time within a period which may be expire earlier than 3 years and later than 10 years from the date of grant of the option. Any option granted under the Share Option Scheme II may be exercised at any time within a period not to exceed the period of 10 years from the Adoption Date.

Date of grant	Number of share options outstanding	Exercise price	Exercise period
9 March 2009	10,000,000	0.125	9 March 2009 to 2 February 2019

Convertible Bonds

On 25 March 2010, the Company issued 1% convertible bonds with an aggregate amount of HK\$1,098,000,000. The bondholder has the option to convert the Convertible Bonds into ordinary shares of the Company of HK\$0.01 each at a conversion price of HK\$0.43. Unless previously converted or redeemed, each Convertible Bond shall be redeemed by the Company at 100 percent of its principal amount on 25 March 2015 (the maturity date of the Convertible Bonds). As at the report date, there remaining HK\$1,073,000,000 convertible bonds outstanding.

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Jingquan Yingzi

Wong Man Hung Patrick

Shan Xiaochang

Feng Xiao Ping

Wu Zhongxin

Stephen William Frostick

Liu Guoshun

Sousa Richard Alvaro

Lee Chi Hwa Joshua

Chan Mei Bo Mabel