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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)**

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
MEMBER OF AUDIT COMMITTEE  
MEMBER OF REMUNERATION COMMITTEE  
AND  
MEMBER OF NOMINATION COMMITTEE**

The Board is pleased to announce that Mr. Zhao was appointed as an independent non-executive director of the Company and a member of the audit committee, remuneration committee and nomination committee of the Company with effect from 26 July 2012. Accordingly, the Company complies with the Rules 5.05(1) and 5.28 of the GEM Listing Rules.

Reference is made to the announcement dated 27 April 2012 of Code Agriculture (Holdings) Limited (the “Company”, and together with its subsidiaries, the “Group”) in relation to the resignation of an independent non-executive director and a member of the audit committee, remuneration committee and nomination committee of the Company. Pursuant to the Rules 5.05(1) and 5.28 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), the Company must retain at all times three independent non-executive directors and a minimum of three members to comprise the audit committee.

The board of directors (the “Board”) of the Company is pleased to announce that Mr. Zhao Zhizheng (“Mr. Zhao”) has been appointed as an independent non-executive director of the Company and a member of the audit committee, remuneration committee and nomination committee of the Company with effect from 26 July 2012. Accordingly, the Company complies with the Rules 5.05(1) and 5.28 of the GEM Listing Rules.

Mr. Zhao, aged 60, was appointed as an independent non-executive director of the Company. Mr. Zhao is qualified by the State Tobacco Monopoly Bureau (國家煙草專賣局) of the People’s Republic of China as a Senior Economist. Moreover, Mr. Zhao was awarded as one of the Best Chinese Entrepreneurs by the China Enterprise Confederation/China Enterprise Directors Association in 2004. In 2000, Mr. Zhao finished the Business Administration Master Program Studies Course (工商管理(MBA)碩士課程研修班) organised by the Graduate School of the Renmin University. Further, Mr. Zhao was awarded the Labour Award (五一勞動獎章) by the All China Federation of Trade Unions in 1997.

Save as disclosed herein, Mr. Zhao did not hold any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Zhao has entered into a service contract with the Company for a term of service of 2 years with the Company save that Mr. Zhao's directorship with the Company is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-law of the Company. Mr. Zhao is entitled to a director's fee of HK\$78,000 per annum, which is determined by reference to his duties and responsibilities and the prevailing market conditions.

Mr. Zhao does not have any other relationship with any directors of the Company, senior management, substantial shareholders, or controlling shareholders of the Company nor any other interests in the shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as at the date of this announcement.

Save as disclosed above, Mr. Zhao is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

By Order of the Board  
**Code Agriculture (Holdings) Limited**  
**Jingquan Yingzi**  
Chairman

Hong Kong, 26 July 2012

*As of the date of this announcement, the executive directors of the Company are Ms. Jingquan Yingzi, Mr. Wong Man Hung Patrick, Mr. Shan Xiaochang, Mr. Wu Zhongxin, Mr. Feng Xiaoping 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 Mr. Zhao Zhizheng.*

*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.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website for 7 days from the date of its publication and on the Company's website at <http://www.code-hk.com>.*