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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)

NOTICE OF BOARD MEETING

The board of directors (the “Board”) of Code Agriculture (Holdings) Limited (the “Company”) hereby announces that a meeting of the Board will be held at Conference Room in Rooms 3808-10, 38/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 9 August 2012, Thursday, at 5:00pm for the following purposes:

1. To consider and approve the unaudited quarterly results of the Company and its subsidiaries for the three months period ended 30 June 2012 and approve the draft announcement in relation to the unaudited quarterly results thereof to be published on the website of the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited and the Company’s website;
2. To consider the payment of dividend, if any;
3. To consider the closure of the Register of Members, if necessary; and
4. To transact any other business, if any.

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

Hong Kong, 1 August 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 Mr. Zhao 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>.