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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)**

#### **FURTHER INFORMATION ON PLACING OF NEW SHARES UNDER GENERAL MANDATE**

##### **Placing Agent**

##### **Cheong Lee Securities Limited**

Reference is made to the Company's announcement dated 25 September 2012 ("Announcement") relating to the placing of up to 300,000,000 new Shares. Unless otherwise stated, terms use herein shall have the same meanings as defined in the Announcement.

The Company is pleased to announce that the Placing Agent has procured one placee, namely Comost Investment Limited, who and its ultimate beneficial owner are Independent Third Parties, to subscribe for 300,000,000 Placing Shares. Application has been made to the Stock Exchange for approval for the listing of and permission to deal in the Placing Shares. Completion of the Placing will take place upon fulfillment of the conditions precedent pursuant to the Placing Agreement.

By Order of the Board of  
**CODE AGRICULTURE (HOLDINGS) LIMITED**  
**Jingquan Yingzi**  
*Chairman*

Hong Kong, 26 September 2012

*As at the date hereof, the executive directors of the Company are Ms. Jingquan Yingzi (Chairman), Mr. Wong Man Hung Patrick, Mr. Shan Xiaochang, Mr. Wu Zhongxin, Mr. Feng Xiaoping and Mr. Stephen William Frostick; the non-executive director is Prof. Liu Guoshun; and the independent non-executive directors are Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Mr. Zhao Zhizheng.*

*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 GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its posting and on the website of the Company.*