

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## CODE AGRICULTURE (HOLDINGS) LIMITED

### 科地農業控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8153)**

#### CHANGE OF COMPANY SECRETARY

The Board announces that:

- (1) Mr. Chow has resigned as the Company Secretary with effect from 5 October 2012; and
- (2) Mr. Li has been appointed as the Company Secretary with effect from 5 October 2012.

The board of directors (the “**Board**”) of Code Agriculture (Holdings) Limited (the “**Company**”) announces that Mr. Chow Kim Hang (“**Mr. Chow**”) has resigned as the company secretary of the Company (the “**Company Secretary**”) with effect from 5 October 2012.

The Company has appointed Mr. Li Kwok Fat (“**Mr. Li**”) as the Company Secretary with effect from 5 October 2012. Mr. Li is a member of Hong Kong Institute of Certified Public Accountants. He holds a degree in Master of Finance from The Hong Kong Polytechnic University, and has over ten years experiences in handling corporate finance, accounting and company secretarial related matters in listed companies.

Immediately prior to joining the Company, Mr. Li was the company secretary of Ruifeng Petroleum Chemical Holdings Limited (Stock Code: 08096), a listed company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Chow to the Company during his term of services and to express its welcome to Mr. Li on his new appointment.

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

Hong Kong, 5 October 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 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 <http://www.hkgem.com> for 7 days from the date of its publication and on the Company’s website at <http://www.code-hk.com>.*