

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

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 31 December 2012.

A. General

Place of incorporation: Bermuda

Date of initial listing on GEM: 30 January 2001

Name of Sponsor(s): N/A

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors:
Ms. JINGQUAN Yingzi (Chairman)
Mr. WONG Man Hung Patrick
Mr. SHAN Xiaochang
Mr. WU Zhongxin
Mr. Stephen William FROSTICK

Non-Executive Director:
Prof. LIU Guoshun

Independent Non-Executive Directors:
Mr. SOUSA Richard Alvaro
Mr. LEE Chi Hwa Joshua
Mr. ZHAO Zhizheng

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 shareholder:
Mr. LEE Yuk Lun

Interests in the Company:
Approximately 8.08%

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

Web-site address (if applicable): www.code-hk.com

Share registrar: Tricor Abacus Limited

Auditors: Baker Tilly Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in manufacturing, sales and distribution of tobacco agricultural machinery, related products and provision of related services in the People's Republic of China. Other business activities include the provision of digital television service and distribution of healthcare products in the People's Republic of China.

C. Ordinary shares

Number of ordinary shares in issue: 2,713,798,244

Par value of ordinary shares in issue: HK\$0.01 each

Board lot size (in number of shares): 2,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

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Expiry date:	<u>N/A</u>
Exercise price:	<u>N/A</u>
Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right)	<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

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Share Options

Pursuant to the share option scheme of the Company adopted on 2 February 2009 (the "Scheme II"), employees, directors, suppliers, customers, agents, advisors, consultants, strategists, contractors, sub-contractors, expert or entity that provides research, development or other technological support or any valuable services to the Company and its subsidiaries (collectively, the "Group"), the shareholders and any securities holders of the Group 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 at the report date, there are remaining 202,000,000 shares options outstanding.

Date of Grant	Number of share options outstanding	Exercise Price	Exercise Period
3 October 2012	202,000,000	HK\$0.163	3 Oct 2012 to 2 Oct 2014

Convertible Bonds

On 25 March 2010, the Company issued a 1% convertible bond with an aggregate amount of HK\$1,098,000,000. The bondholder has the option to convert the convertible bond into ordinary shares of the Company of par value of HK\$0.01 each at a conversion price of HK\$0.43. Unless previously converted, purchased or redeemed, each convertible bond shall be redeemed by the Company at 100% of its principal amount on 25 March 2015, being the maturity date of the convertible bonds. On 16 September 2010, the Company had redeemed part of outstanding convertible bonds at an amount HK\$25,000,000 which was equal to 100% of the principal amount of the redeemed portion. On 29 May 2012, the Company had disposed of its certain prepaid land lease payments, property and equipment which were classified as assets held for sale in the Company's annual report of 2012. The sales proceeds is settled by the aforesaid convertible bond with a principal amount of HK\$170,599,500. As at the reporting date, an aggregate principal amount of HK\$902,400,500 convertible bonds are remained outstanding.

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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 or deceptive 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:

Ms. JINGQUAN Yingzi

Mr. WONG Man Hung Patrick

Mr. SHAN Xiaochang

Mr. WU Zhongxin

Mr. Stephen William FROSTICK

Prof. LIU Guoshun

Mr. SOUSA Richard Alvaro

Mr. LEE Chi Hwa Joshua

Mr. ZHAO Zhizheng

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NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*