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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, Rooms 3808-10, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 5 February 2013 at 5:00 p.m. for the following purposes:—

1. To consider and approve the unaudited third quarterly results of the Company and its subsidiaries (collectively the “Group”) for the three and nine months ended 31 December 2012 and approve the draft announcement in respect of the unaudited third quarterly results of the Group to be published on the websites of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and the Company;
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
Li Kwok Fat
Company Secretary

Hong Kong, 25 January 2013

As of the date of this announcement, the executive directors of the Company are Ms. Jingquan Yingzi (Chairman), Mr. Wong Man Hung Patrick, Mr. Shan Xiaochang, Mr. Wu Zhongxin 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 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>.