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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)

INSIDE INFORMATION

This announcement is made by the board ("Board") of directors ("Directors") of Code Agriculture (Holdings) Limited (the "Company") pursuant to Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance and the Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM Listing Rules") of The Stock Exchange of Hong Kong Limited.

On the afternoon of January 25, 2013, the Company received a winding-up petition (the "Winding-up Petition"), presented by Mr. Zhang Wei Bing (the "Petitioner") at the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the "High Court") for winding up the Company. The Winding-up Petition concerns a sum of HK\$51,230,136.99 arising from a Convertible Bond registered on 11 August 2010, issued by the Company to the Petitioner. The Winding-up Petition will be heard at the Court of First Instance of the High Court on 10 April 2013.

The Directors have instructed the legal adviser to review the details of the Winding-up Petition and to provide further legal advice. The Directors are of the view that the Winding-up Petition will have certain impact on the financial position of the Company and its subsidiaries (collectively the "Group") if the order of the Winding-up Petition is granted by the court.

The Company will actively deal with the Winding-up Petition with a view to having it withdrawn. If any settlement is materialized, the Winding-up Petition may probably be withdrawn. As at the date of this announcement, no settlement agreement regarding the Winding-up Petition has been reached. The Company will keep its shareholders and the public informed on any significant development of the legal proceedings in respect of the Winding-up Petition and of its impact on the Group's operation and financial position and further announcement will be made when appropriate.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board

Code Agriculture (Holdings) Limited

Jingquan Yingzi

Chairman

Hong Kong, 28 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>.