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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)**

### **ANNOUNCEMENT**

### **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 (Chapter 571 of the Laws of Hong Kong) 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.

The Company refers to the announcement of the Company dated 28 January 2013 (the “Announcement”). The capitalized terms used herein shall have the same meaning as those mentioned in the Announcement unless the context provided otherwise.

The Winding-up Petition (number HCCW31/2013) as disclosed in the Announcement was heard on 10 April 2013 as scheduled. The Company opposed the Winding-up Petition and the matter was adjourned to a hearing at 9:30 a.m. on 15 April 2013.

On the 28 March 2013, the Company has made a report to Commercial Crime Bureau of the Hong Kong Police Force (the “CCB”) against the Petitioner in connection with possible criminal offences alleged to have been committed by him in relation to a Convertible Bond of the Company having a nominal amount of HK\$50,000,000. The matter is being dealt with by the CCB.

The Company will keep its shareholders and the public informed as and when appropriate pursuant to the requirements under Laws of Hong Kong and GEM Listing Rules.

**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, 10 April 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>.*