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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**

Reference is made to the announcements of the Company dated 28 January 2013, 10 April 2013 and 15 April 2013 (“Announcements”). Unless the context provided otherwise, this announcement adopts the definitions mentioned in the Announcements.

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 6 May 2013, the Company received a writ of summons (the “Writ of Summons”) issued by Cyberland (China) Limited (“Cyberland”) at the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the “High Court”) claiming against the Petitioner and the Company.

In the Writ of Summons, Cyberland claims against the Petitioner and the Company, among other things, the following relief:–

1. A declaration that Cyberland has at all material times been the beneficiary owner of a convertible bond having a nominal amount of HK\$50 million (“Convertible Bond”) issued to the Petitioner;
2. An order that the Petitioner do deliver up the Convertible Bond to Cyberland and that the Petitioner and the Company do take all necessary steps to transfer the Convertible Bond to Cyberland;

3. The Company be restrained and an injunction be granted restraining it from transferring (except to Cyberland), cancelling, redeeming and/or otherwise dealing with the Convertible Bond or any part thereof and/or making any payment including any principal or interest (except to Cyberland) under the Convertible Bond or otherwise performing the Convertible Bond.

**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, 7 May 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>.*