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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 UPDATE ON LITIGATION

Reference is made to the announcement of the Company dated 7 May 2013 (“Announcement”). Unless the context provided otherwise, this announcement adopts the definitions mentioned in the Announcement.

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.

In relation to the Writ of Summon issued by Cyberland (the “Plaintiff”) in High Court Action No.776 of 2013 (the “Action”) claiming against the Petitioner and the Company, the Company reached a settlement with the Plaintiff for the Plaintiff to discontinue the Action with no order as to costs and pursuant to such settlement, a Notice of Discontinuance was signed by the respective solicitors for the Plaintiff and the Company on 24th September 2013 and filed with the High Court on 25th September 2013 with terms as follows, namely:–

1. The Plaintiff wholly discontinues the action against the Company, being the 2nd defendant, with no order as to costs.
2. The Company consents to a discontinuance of the action by the Plaintiff against the Company with no order as to costs.

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, 26 September 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>.