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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)

RESIGNATION OF EXECUTIVE DIRECTOR

The board of directors (the “Board”) of Code Agriculture (Holdings) Limited (the “Company”) hereby announces that Mr. Shan Xiaochang (“Mr. Shan”) has tendered his resignation as executive director of the Company with effect from 2 November 2013 due to personal reasons.

Mr. Shan confirmed that he has long-term disagreements amongst the members of the Board in relation to the past developments of the Company. To the best understanding, information and belief of directors, Mr. Shan has no other disagreement with the Board, and there are no other matters which need to be brought to the attention to the shareholders of the Company in relation to Mr. Shan’s resignation.

The Board would like to express its sincere gratitude to Mr. Shan for his contributions to the development of the Company during his term of office.

By order of the Board
Code Agriculture (Holdings) Limited
Jingquan Yingzi
Chairman

Hong Kong, 4 November 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. 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>.