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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)**

**CHANGE OF COMPOSITION OF AUDIT COMMITTEE**

The board of directors (the “Board”) of Code Agriculture (Holdings) Limited (the “Company”) hereby announces that with the effect from 7 January 2014:

- (1) Mr. Sousa Richard Alvaro (“Mr. Sousa”) resigned as the chairman of the audit committee of the Company (the “Audit Committee”) but remains as the member of the Audit Committee; and
- (2) Mr. Lee Chi Hwa Joshua (“Mr. Lee”), being an existing member of the Audit Committee, was appointed as the chairmen of the Audit Committee in place of Mr. Sousa.

The purpose of aforesaid change is to enhance the composition of Audit Committee in discharging its duties effectively. Mr. Lee is a fellow member of the Association of Chartered Certified Accountants and a member of Hong Kong Institute of Certified Public Accountants, and Mr. Sousa is a solicitor of the Supreme Court in Hong Kong and is a partner in Messrs. Chan, Lau and Wai. Mr. Sousa has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

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

Hong Kong, 7 January 2014

*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>.*