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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)

EARLY AND PARTIAL REDEMPTION OF CONVERTIBLE BOND

This announcement is made by Code Agriculture (Holdings) Limited (the “Company”, together with its subsidiaries, the “Group”) pursuant to Rule 17.10 of the Rules (“GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

The board of directors (the “Board”) of Company announces that the Company has redeemed part of the outstanding convertible bond (the “CB”) issued by the Company to Cyberland (China) Limited (“Cyberland”) at an amount of HK\$200,000,000.00 on 31 March 2014. The aforesaid redeemed amount has been satisfied by internal resources of the Group.

Following and as a result of the redemption in the aforesaid amount of HK\$200,000,000.00, the outstanding principal amount of the CB due by the Company to the Cyberland has reduced from HK\$852,400,500.00 to HK\$652,400,500.00 on 31 March 2014.

The Board has reviewed the financial position and current business development plan of the Group and is of the view that the early redemption of the CB could save the interest expenses to be incurred on the CB, reduce the liabilities and improve the gearing ratio of the Group. Accordingly, the Board considers that it is in the interests of the Company and its shareholders as a whole to early redeem the CB.

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

Hong Kong, 4 April 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 the Company collectively and individually accept full responsibility, includes particulars given in compliance with GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, 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>.