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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)**

### **NOTICE OF CANCELLATION OF ORIGINAL CONVERTIBLE BOND CERTIFICATES**

This is a voluntary announcement made by Code Agriculture (Holdings) Limited (the “Company”) for keeping the shareholders of the Company and potential investors informed of the current position of the Company.

Notice is hereby given that the following original Convertible Bond certificates of the Company have been cancelled:—

<b>Convertible Bond certificate number</b>	<b>Issue date</b>	<b>Aggregate principle amount</b>	<b>Date of cancellation</b>
3 ( <i>Note a</i> )	11 August 2010	HK\$50,000,000	8 May 2013
4 ( <i>Note b</i> )	16 September 2010	HK\$1,023,000,000	29 May 2012

The above original Convertible Bond certificates number 3 and 4 have already ceased to have any legal validity or effect and declared null and void. No one can use and/or rely on such certificates.

Notes:

- a. The board of directors (the “Board”) of the Company has announced by its announcement dated 13 May 2013, pursuant to the order of the High Court of the Hong Kong Special Administrative Region (the “High Court”) made by the Honourable Mr. Justice Harris on 15 April 2013 under the High Court Winding Up Proceedings No. 31 of 2013 (i.e. HCCW31/2013), the Company has made a payment of the whole principal and interests of its Convertible Bond certificate number 3 (“CB-3”) in the sum of HK\$51,230,137 into High Court on 8 May 2013. As such, the CB-3 was redeemed by the Company. For details, please refer to the announcements of the Company dated 28 January 2013, 10 April 2013, 15 April 2013, 7 May 2013, 8 May 2013 and 13 May 2013.
- b. Reference is made to the circular of the Company dated 29 April 2011 (the “Circular”) regarding the Asset Transfer Agreement (the “Asset Transfer Agreement”) dated 8 April 2011 entered into amongst, inter alia, the Company, Cyberland (China) Limited (“Cyberland”), Jiangsu Kedi Modern Agriculture Company Limited (“Transferor”) and Jiangsu Yonglu Fertilizer Limited (“Transferee”), that Cyberland provided the total consideration payable by the Transferee to the Company of RMB138,984,002 for the transaction contemplated thereunder by offsetting the equivalent principal amount of Convertible Bond certificate number 4 issued by the Company to Cyberland (“CB-4”). As such, the Company has redeemed the CB-4 by the said sum of RMB138,984,002 on 29 May 2012. Please refer to the Circular for further details.

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

Hong Kong, 25 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 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 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>.*