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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcements (the “Announcements”) of Code Agriculture (Holdings) Limited (the “Company”) dated 4 April 2014 and 25 April 2014 in relation to the convertible bond. Unless otherwise stated herein, terms and expressions used herein shall have the same meaning as those defined in the Announcements.

The Board wishes to clarify that as at the date of this announcement, the aggregate outstanding principal amount convertible bond issued by the Company to Cyberland (China) Limited (“Cyberland”) is HK\$652,400,500.00. With regard to the cancellation of the convertible bond certificates and the early and partial redemption of relevant convertible bond, a new convertible bond certificate will be issued to Cyberland upon Cyberland’s return of the original convertible bond certificate to the Company pursuant to the Terms and Conditions of the Convertible Bond.

Save as the disclosed above, all the information contained in the Announcements remains unchanged.

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>.