

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.



CODE AGRICULTURE(HOLDINGS)LIMITED

科地農業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8153)

PROFIT WARNING

The Board wishes to inform the shareholders of the Company that the Group's results for the year ended 31 March 2010 may be materially and adversely affected by (i) the impairment relating to the acquisition of 100% equity interest of Hong Kong New Success International Group Investment Limited, which holds 72% equity interest of Fujian Tainxin Biological Technology Company Limited and the entire interest of Quanzhou Liangxin Biological Technology Co Limited. Fujian Tainxin Biological Technology Company Limited is principally engaged in the cultivation of cordyceps and various precious funguses. Quanzhou Liangxin Biological Technology Co Limited is principally engaged in the cordyceps related business. In accordance with the discussion with the valuer and auditors of the Group, the valuation of Hong Kong New Success International Group Investment Limited for the year ended 31 March 2010 will decrease due to the fact that the launch of the processed cordyceps and its related products to the market has been delayed; and (ii) the impairment relating to the acquisition of 80% equity interest in Nanjing Everyday Buy Trading Co., Ltd which is principally engaged in the television advertising and direct television sales market in PRC.

As the amount of the above impairment has yet to be finalized, Shareholders of the Company and investors are advised to exercise caution when dealing in the shares of the Company.

The Board wishes to inform the shareholders of the Company that the Group's results for the year ended 31 March 2010 may be materially and adversely affected by (i) the impairment relating to the acquisition of 100% equity interest of Hong Kong New Success International Group Investment Limited, which holds 72% equity interest of Fujian Tainxin Biological Technology Company Limited and the entire interest of Quanzhou Liangxin Biological Technology Co Limited. Fujian Tainxin Biological Technology Company Limited is principally engaged in the cultivation of cordyceps and various precious funguses. Quanzhou Liangxin Biological Technology Co Limited is principally

engaged in the cordyceps related business. In accordance with the discussion with the valuer and auditors of the Group, the valuation of Hong Kong New Success International Group Investment Limited for the year ended 31 March 2010 will decrease due to the fact that the launch of the processed cordyceps and its related products to the market has been delayed; and (ii) the impairment relating to the acquisition of 80% equity interest in Nanjing Everyday Buy Trading Co., Ltd which is principally engaged in the television advertising and direct television sales market in PRC.

The information contained in this announcement is only an assessment made by the management of the Company based on the discussion with its valuer and auditors. The Group's consolidated management accounts as at 31 March 2010 has not been audited by the Company's auditors. The Company is in the process of finalizing the Group's audited financial results for the year ended 31 March 2010. Detailed financial results of the Group for the year ended 31 March 2010 will be disclosed as and when the final results of the Group are announced.

Shareholders of the Company and investors are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, capitalized terms used shall have the following meanings:

“Board”	the board of Directors
“Company”	Code Agriculture (Holdings) Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on GEM
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“PRC”	The People's Republic of China
“Shareholders”	holder(s) of the Shares

By the Order of the Board
Wong Man Hung Patrick
Chairman

Hong Kong 9 June 2010

As at the date of this announcement, the executive Directors are Mr. Wong Man Hung Patrick, Mr. Law Kwok Leung, Mr. Feng Xiao Ping and Mr. Stephen William Frostick; and the independent non-executive Directors are Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Ms. Chan Mei Bo Mabel.

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 Code Agricultural (Holdings) Limited. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:— (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its posting and on the website of the Company.