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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)**

#### **POSITIVE PROFIT ALERT**

This announcement is made by the Company pursuant to Rules 17.10 of the GEM Listing Rules.

The Board would like to inform the Shareholders and potential investors that the Group is expected to record a net profit for the six-month period ended 30 September 2011 as compared to a net loss for the corresponding period of last year. This positive profit alert announcement is only based on the preliminary review by the Board on the unaudited consolidated management accounts of the Group for the six-month period ended 30 September 2011.

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

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

The board of directors (the “Board”) of the Company would like to inform the shareholders of the Company (the “Shareholders”) and potential investors that the Group is expected to record a net profit for the six-month period ended 30 September 2011 as compared to a net loss for the corresponding period of last year. Such profit was mainly contributed by the significant increase in revenue derived from the Group’s agricultural related machinery and construction business in the People’s Republic of China during the period under review.

This positive profit alert announcement is only based on the preliminary review by the Board on the unaudited consolidated management accounts of the Group for the six-month period ended 30 September 2011. The Company is in the process of finalizing the interim results of the Group for the six-month period ended 30 September 2011. Details of the Group’s financial information and performance will be disclosed in the interim results announcement of the Company for the six-month period ended 30 September 2011 which is expected to be published on 10 November 2011.

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

On behalf of the Board  
**Code Agriculture (Holdings) Limited**  
**Jingquan Yingzi**  
*Chairman*

Hong Kong, 31 October 2011

*As of the date of this announcement, the executive directors of the Company are Ms. Jingquan Yingzi, Mr. Wong Man Hung Patrick, Mr. Shan Xiaochang, Mr. Wu Zhongxin, Mr. Feng Xiaoping and Mr. Stephen William Frostick; the non-executive director is Prof. Liu Guoshun; and the independent non-executive directors of the Company are Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Ms. Chan Mei Bo Mabel.*

*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>.*