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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)

ANNOUNCEMENT

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

The Board wishes to inform the Shareholders and potential investors that it is expected that the Group will record a net loss for the financial year ended 31 March 2012 which will be significantly less than the net loss for the corresponding period in 2011. This profit warning announcement is only based on the preliminary review on the unaudited consolidated management accounts of the Group for the financial year ended 31 March 2012.

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

Based on preliminary review by the Company’s management on the unaudited consolidated management accounts of the Group for the financial year ended 31 March 2012, the board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that it is expected that the Group will record a net loss for the financial year ended 31 March 2012 which will be significantly less than the net loss for the corresponding period in 2011. The Board considers that the decrease in the net loss was due to a significant decrease in impairment loss on goodwill and other intangible assets of the Group for the financial year ended 31 March 2012.

This profit warning announcement is only based on the preliminary review on the unaudited consolidated management accounts of the Group for the financial year ended 31 March 2012.

The Company is in the process of finalizing the annual results of the Group for the financial year ended 31 March 2012. The annual results announcement of the Group for the financial year ended 31 March 2012 is expected to be announced on 21 June 2012.

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

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

Hong Kong, 18 June 2012

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 of the Company is Prof. Liu Guoshun; and the independent non-executive directors of the Company are Mr. Sousa Richard Alvaro and Mr. Lee Chi Hwa Joshua.

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>.