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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)

DELAY IN PUBLICATION OF ANNUAL RESULTS AND POSSIBLE DELAY IN DISPATCH OF ANNUAL REPORT FOR THE YEAR ENDED 31 MARCH 2013 AND POSTPONEMENT OF BOARD MEETING

This announcement is made by the board (“**Board**”) of directors (“**Directors**”) of Code Agriculture (Holdings) Limited (the “**Company**”) pursuant to Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and the Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited.

DELAY IN PUBLICATION OF ANNUAL RESULTS AND POSSIBLE DELAY IN DISPATCH OF ANNUAL REPORT

The Board announces that, the Financial Reporting Review Committee, appointed by the Financial Reporting Council has made an enquiry into the alleged non-compliance (“**Alleged Non-compliance 2010**”) in relation to the consolidated financial statement of the Company and its subsidiaries for the year ended 31 March 2010, the Board understands from the current auditors of the Company (the “**Auditors**”) that they need additional time to perform and finalise the audit works in respect of the Company’s Alleged Non-compliance 2010 and the annual results for the year ended 31 March 2013 (the “**Annual Results**”).

Accordingly, the Company anticipates that it (i) will probably be unable to publish its Annual Results by 26 June 2013, and (ii) may not be able to dispatch its annual report for the year ended 31 March 2013 (the “**Annual Report**”) to its shareholders by 30 June 2013.

The delay in the publication of the announcement of the Annual Results (“**2013 Annual Results Announcement**”) and the possible delay in the dispatch of the Annual Report, if they materialize, will constitute non-compliance with Rules 18.03 and 18.49 of the GEM Listing Rules.

POSTPONEMENT OF BOARD MEETING

Reference is made to the announcement of the Company dated 14 June 2013 whereby the Board announced that the Board meeting (the “**Board Meeting**”) scheduled to be held on Wednesday, 26 June 2013 for the purpose of, inter alia, approving the Annual Results. The Board announces that due to the delay in the publication of the Annual Results, the Board Meeting originally scheduled will be postponed.

The Company is at its best endeavor working with the Auditors to deal with the Alleged Non-compliance 2010 and related issues. To the best knowledge of the Company there is no disagreement between the Company and the Auditors. The release of the Annual Results and the dispatch of the Annual Report are currently expected to be taken place on 5 August 2013 and 8 August 2013 respectively.

POSSIBLE SUSPENSION

If the Company is not able to publish the 2013 Annual Results Announcement within the time requirement pursuant to Rule 18.49 of the GEM Listing Rules, trading of shares of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited will be suspended from 2 July 2013 to the date on which the 2013 Annual Results Announcement is published. The Company will issue further announcement(s) as and when appropriate. The Company will also publish the notice of the Board meeting approving the 2013 Annual Results Announcement in accordance with the requirements of the GEM Listing Rules.

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

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

Hong Kong, 21 June 2013

As of the date of this announcement, the executive directors of the Company are Ms. Jingquan Yingzi (Chairman), Mr. Wong Man Hung Patrick, Mr. Shan Xiaochang, 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 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>.