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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)**

### **INSIDE INFORMATION**

**(A) DELAY IN PUBLICATION OF  
THE ANNUAL RESULTS ANNOUNCEMENT AND  
DISPATCH OF AUDITED ANNUAL REPORT FOR THE YEAR ENDED  
31 MARCH 2013;**

**(B) DELAY IN PUBLICATION OF THE FIRST QUARTERLY  
RESULTS ANNOUNCEMENT AND DISPATCH OF  
THE FIRST QUARTERLY REPORT FOR THE THREE MONTHS  
ENDED 30 JUNE 2013; AND**

**(C) POSTPONEMENT OF BOARD MEETING**

This announcement is made by the Company pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the GEM of Stock Exchange and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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

Reference is made to the announcement of Code Agriculture (Holdings) Limited (the “Company” together with its subsidiaries, the “Group”) dated 21 and 26 June 2013 (collectively the “Announcements”) in relation to the delay in publication of the Annual Results. Unless otherwise specified, terms used herein shall have the same meaning as those defined in the Announcements.

## **DELAY IN PUBLICATION OF THE ANNUAL RESULTS ANNOUNCEMENT AND DISPATCH OF AUDITED ANNUAL REPORT FOR THE YEAR ENDED 31 MARCH 2013**

The Board wishes to inform the shareholders of the Company (the “Shareholders”) that additional time is required for the Company to finalize the Annual Results Announcement, complete related procedures concerning the Alleged Non-compliance 2010 and any subsequent significant transactions that may be affected, agree the Annual Results with the current auditors and finalize the audited consolidated financial statements of the Group for the year ended 31 March 2013.

The Board assures you that the Company is working hard, and in close consultation with its current auditors and valuers and other professionals, to deal appropriately with the Alleged Non-Compliance 2010 and its effect on the Group’s financial reporting.

This work, however, is more complex technically and in scope than initially expected. Consequently, additional time is required to complete this work and so, to finalize the Annual Results Announcement and the Groups’ financial statements.

Amongst the issues being examined are complex technical accounting and reporting issues which involve;

- (i) reviewing circumstances and evidence back to year 2010;
- (ii) clarifying the appropriate accounting treatment of the Group’s convertible bonds on the date of issuance and subsequent movement in the principal, if any;
- (iii) calculation, testing and evaluation a number of possible valuation models that have been identified; and
- (vi) reviewing the accounting allocation of the purchase price for the acquisition of Kang Yuan Universal Investment Limited and its subsidiaries and subsequent effect.

The release of the Annual Results and the dispatch of the Annual Report were initially expected to be taken place on 5 August 2013 and 8 August 2013 respectively, as stated in the Announcements. At present, the Company expects to publish the Annual Results and dispatch the Annual Report for the year ended 31 March 2013 before mid of September 2013 and a further announcement will be made in this respect in due course.

## **DELAY IN PUBLICATION OF THE FIRST QUARTERLY RESULTS ANNOUNCEMENT AND DISPATCH OF THE FIRST QUARTERLY REPORT FOR THE THREE MONTHS ENDED 30 JUNE 2013**

As a consequence of the delay in the publication of the Annual Results and the Annual Report, there will be a delay in publication of the first quarterly results announcement for the three months ended 30 June 2013 (the “First Quarterly Results”) and the dispatch of the first quarterly report for the three months ended 30 June 2013 (the “First Quarterly Report”) accordingly. The Company will publish the First Quarterly Results and dispatch the First Quarterly Report as soon as practicable and further announcement will be made in this respect in due course.

### **POSTPONEMENT OF BOARD MEETING**

The date of the Company’s board meeting to approve the Annual Results and the First Quarterly Results will be postponed to a later date. A notice of the board meeting will be made to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Shareholders in due course.

Pursuant to Rule 18.49 and Rule 18.66, the GEM Listing Rules, respectively, the Company must publish (i) the Annual Results and dispatch the Annual Report to the Shareholders not more than three months after 31 March 2013, that is, on or before 30 June 2013; and (ii) the First Quarterly Results and dispatch the First Quarterly Report to the Shareholders not more than 45 days after 30 June 2013, that is, on or before 14 August 2013. The above delay will constitute a breach of the GEM Listing Rules and the Stock Exchange reserves its rights to take appropriate action against the Company and its directors regarding the above breach of the GEM Listing Rules.

At the request of the Company, trading in its shares on the Stock Exchange was suspended with effect from 9:09 a.m. on 24 June 2013 pending the release of the announcement in relation to the Annual Results and the Annual Report. Trading of the shares of the Company will remain suspended.

**Shareholders of the Company 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, 2 August 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>.*