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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) FURTHER DELAY IN PUBLICATION OF
THE ANNUAL RESULTS ANNOUNCEMENT AND
DISPATCH OF AUDITED ANNUAL REPORT FOR THE YEAR ENDED
31 MARCH 2013;**
- (B) FURTHER 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, 26 June 2013 and 2 August 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.

FURTHER 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 that having consulted and agreed with its current auditors and other professions has basically resolved the major Alleged Non-compliance 2010, and including but not limited the clarification of appropriate accounting treatment of the Group's convertible bonds, evaluation a number of valuation models, reviewing the accounting allocation of the purchase price for the acquisition of Kang Yuan Universal Investment Limited together with its subsidiaries, which involved reviewing circumstances and evidence back to year 2010. Further additional time is required for the Company to compile the Group's consolidated financial statements, schedules, notes to accounts, agree the Annual Results with the current auditors, and finalize the audited consolidated financial statements and the Annual Results Announcement of the Group for the year ended 31 March 2013.

The release of the Annual Results and the dispatch of the Annual Report were previously expected to be taken place in mid of September 2013. However, due to the technical complexity and in-depth scope of work involved in the audit and related procedures as stated in the Announcements. At present, the Company expects to publish the Annual Results and dispatch the audited Annual Report for the year ended 31 March 2013 in October 2013.

FURTHER 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 audited Annual Report, there will be a delay in publication of the First Quarterly Results and First Quarterly Report for the three months ended 30 June 2013. Further announcement will be made in this respect in due course.

FURTHER 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 served to Stock Exchange and the Shareholders in due course.

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, 17 September 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>.