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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)

PROFIT WARNING

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

The Board wishes to inform the Shareholders and potential investors that the Group is expected to record a significant decrease in net profit for the three months ended 30 June 2013 as compared with corresponding period in 2012. This announcement is only based on a preliminary review of the unaudited consolidated management accounts of the Group, which have not been reviewed nor confirmed by the Company's auditors.

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 its subsidiaries (collectively referred to as 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") and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Based on a preliminary review of the unaudited consolidated management accounts of the Group, the board of directors of the Company (the “Board”) wishes to inform the shareholders of the Company (the “Shareholders”) and potential investors that the Group is expected to record a significant decrease in net profit for the three months ended 30 June 2013 as compared with corresponding period in 2012. The Board considers that the significant decrease in net profit was mainly due to significant decrease of approximately 45% in revenue that derived from the Group’s tobacco agriculture operation in the mainland China as compared with the corresponding period in 2012.

This announcement is only based on a preliminary review of the unaudited consolidated management accounts of the Group, which have not been reviewed nor confirmed by the Company’s auditors.

The Company is in the process of finalising the first quarterly results of the Group for the three months ended 30 June 2013. The information contained in this announcement is only a preliminary assessment by the Company based on information available for the time being. The unaudited first quarterly results announcement of the Group for the three months ended 30 June 2013 is expected to be announced in November 2013.

As published in the announcement on 24 June 2013, trading in the shares of the Company has been suspended from 9:09 a.m. on 24 June 2013 and will continue to be suspended until further announcement.

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, 1 November 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>.