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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

NOTICE OF BOARD MEETING AND DELAY IN PUBLICATION OF THE INTERIM RESULTS ANNOUNCEMENT AND DESPATCH OF THE INTERIM REPORT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2013

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

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

This announcement is made by the board (“Board”) of directors (“Directors”) of Code Agriculture (Holdings) Limited (the “Company”) pursuant to 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 (the “Stock Exchange”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 17 September 2013 and 1 November 2013 (collectively referred to as the “Announcements”) in relation to the publication of First Quarterly Results for the three months ended 30 June 2013. Unless otherwise specified, terms used herein shall have the same meaning as those defined in the Announcements.

NOTICE OF BOARD MEETING

The Board hereby announces that a meeting of the Board will be held at Conference Room, Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Monday, 18 November 2013 at 5:00 p.m. for the following purposes:–

1. To consider and approve the unaudited First Quarterly Results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 30 June 2013 and approve the draft announcement in respect of the unaudited First Quarterly Results of the Group to be published on the websites of the Growth Enterprise Market of the Stock Exchange and the Company.
2. To consider the payment of dividend, if any;
3. To consider the closure of the Register of Members, if necessary; and
4. To transact any other business, if any.

DELAY IN PUBLICATION OF THE INTERIM RESULTS ANNOUNCEMENT AND DESPATCH OF THE INTERIM REPORT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2013

The Board wishes to inform the shareholders of the Company (the “Shareholders”) that as a result of the delay in the publication of the Annual Results, the Annual Report, the unaudited First Quarterly Results and the First Quarterly Report, there will be a delay in publication of the unaudited interim results announcement for the six months ended 30 September 2013 (the “Interim Results”) and the despatch of the unaudited interim report for the six months ended 30 September 2013 (the “Interim Report”) accordingly.

Pursuant to the GEM Listing Rules, the Company must publish the Interim Results and despatch the Interim Report to the Shareholders not more than 45 days after 30 September 2013, that is, on or before 14 November 2013.

The delay in the publication of the announcement of the Interim Results and the expected delay in the dispatch of the Interim Report, if they materialize, will constitute non-compliance with Rules 18.53 of the GEM Listing Rules, and the Stock Exchange reserves its rights to take appropriate action against the Company and Directors regarding the above breach of the GEM Listing Rules.

The Company is expected to publish the announcement of Interim Results and despatch the Interim Report in December 2013 and further announcement will be made in this respect in due course.

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, 5 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. 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>.