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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement of Code Agriculture (Holdings) Limited (the “Company”) dated 25 November 2013 in relation to the profit warning (the “Announcement”) of the unaudited interim results for the six months ended 30 September 2013 (“Interim Results”) of the Company and its subsidiaries (collectively referred to as “Group”). Unless otherwise stated herein, terms and expressions used herein shall have the same meaning as those defined in Announcement.

The Board of the Company wished to provide further information to the shareholders of the Company that the expected time frame, being on or before mid of January 2014 for the publication of the Interim Results of the Group, that additional time is required for the Company to complete relevant procedures including but not limited to the valuations of convertible bond, the restatements of the comparative unaudited figures in 2012 due to correction of prior periods’ errors and finalise the unaudited consolidated financial statements for the six months ended 30 September 2013 of the Group.

Save as disclosed above, all other information in the Announcement remains unchanged.

As published in the announcement on 24 June 2013, trading in the shares of the Company has been suspended since 24 June 2013 pending the publication or dispatch (as the case may be) of the Interim Results.

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, 6 December 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>.