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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 final results announcement (the “Announcement”) of Code Agriculture (Holdings) Limited (the “Company”) and its subsidiaries for the year ended 31 March 2014, dated 25 June 2014. Unless otherwise stated herein, terms and expressions used herein shall have the same meaning as those defined in the Announcements.

The Company would like to clarify the inadvertently typographical error that appeared on page 24 of the Announcement under the sub-section headed “(i) *Limitation of scope relating to unsecured other loan*”. The statement under the sub-heading is amended and underlined and should be read as “.....In performing the audit, we are unable to obtain a formal loan agreement on this loan entered by the lender and the Company, and.....” and “..... would have had a consequential effect on the net liabilities of the Group and the Company and on its loss for the current year.”.

The Company further clarify that the Directors do not recommend the payment of a dividend for the year ended 31 March 2014.

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

By order of the Board
Code Agriculture (Holdings) Limited
Jingquan Yingzi
Chairman

Hong Kong, 26 June 2014

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 the Company 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 the Company. The directors of the Company, 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>.