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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)

DELAY IN DESPATCH OF CIRCULAR IN RELATION TO PROPOSED SHARE CONSOLIDATION

Reference is made to the announcement dated 20 May 2015 (the "**Announcement**") made by Code Agriculture (Holdings) Limited (the "**Company**") in relation to the Share Consolidation and Change in Board Lot Size. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise stated herein.

Pursuant to the Announcement, a circular (the "**Circular**") will be despatched by the Company to the Shareholders on or before 22 June 2015, containing, amongst other things, further details of the Share Consolidation and a notice convening the SGM. As additional time is required for the Company to finalise the information for inclusion in the Circular, the despatch of the Circular will be delayed to on or before 15 July 2015.

By Order of the Board of
CODE AGRICULTURE (HOLDINGS) LIMITED
Jingquan Yingzi
Chairman

Hong Kong, 19 June 2015

As of the date of this announcement, the executive directors of the Company are Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard, 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 GEM 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.