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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)

ANNOUNCEMENT

This announcement is made by Code Agriculture (Holdings) Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”).

On 2 September 2015 the Company received a civil judgement of number (2015) Xi Zhong Bao Zi No. 0062# (錫仲保字第0062號) (the “**Judgement**”) handed down by The Intermediate People’s Court of Wuxi City, Jiangsu Province# (江蘇省無錫市中級人民法院) (the “**Court**”) in relation to the following parties:

(a) Applicants:

Goldstate Fund Management Company Limited# (金元順安基金管理有限公司) ; and

Shanghai Everbright Securities Asset Management Limited# (上海光大証券資產管理有限公司) ;

(collectively referred to as the “**Applicants**”)

(b) Respondent:

Jiangsu Kedi Modern Agriculture Company Limited# (“**Jiangsu Kedi**”) (江蘇科地現代農業有限公司), a wholly owned subsidiary of the Company.

The Judgement relates to a dispute (the “**Dispute**”) arising from the small-and-medium enterprise private bonds of outstanding aggregate principal amount of RMB33.3 million (equivalent to approximately HK\$40 million) as at the date of this announcement. According to the Judgement, the Applicants had applied to South China International Economic and Trade Arbitration Commission[#] (華南國際經濟貿易仲裁委員會) for arbitration in May 2015. The Applicants had demanded to freeze the sum of RMB41 million in the bank account of Jiangsu Kedi or other assets of equivalent amount of Jiangsu Kedi. The Court has delivered the Judgment to Jiangsu Kedi which became effective upon receipt of the Judgement by the respondent.

The Group, through its legal consultant in mainland China, is continuously negotiating with the Applicants on the amount, timing and method of settlement of the Dispute.

The Company will make further announcement regarding this case in due course when necessary.

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, 4 September 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 GEM Listing Rules 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>.

[#] The English name in this announcement is for reference only. The official name is in Chinese.

In case of inconsistency, the English text of this announcement shall prevail over its Chinese text.