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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 AND ADJUSTMENT TO THE EXPECTED TIMETABLE FOR THE PROPOSED SHARE CONSOLIDATION

Reference is made to the announcement dated 11 September 2015 (the “**Announcement**”) of the Company in relation to the Share Consolidation on the basis that every four (4) issued and unissued Shares of HK\$0.0001 each will be consolidated into one (1) Consolidated Share of HK\$0.0004 each. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

DELAY IN DESPATCH OF THE CIRCULAR

As stated in the Announcement, the Circular containing, among other things, details of the Share Consolidation and the notice of the SGM, will be despatched to the Shareholders on or before 21 September 2015.

As additional time is required to finalise certain information to be included in the Circular, the date of despatch of the Circular will be postponed to on or before 9 October 2015.

ADJUSTMENT TO EXPECTED TIMETABLE FOR THE SHARE CONSOLIDATION

As the expected date of despatch of the Circular is postponed, the timetable for the proposed Share Consolidation will be revised. Further announcement will be made by the Company as soon as possible in relation to the revised timetable for the implementation of the proposed Share Consolidation.

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

Hong Kong, 21 September 2015

As of the date of this announcement, the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard and Mr. Wu Zhongxin; 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 collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. 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>.