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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)

SUPPLEMENTAL AGREEMENT IN RELATION TO PLACING OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

Reference is made to the Company's announcement dated 28 August 2015 (the "**Announcement**"). Capitalised terms used herein and defined shall have the same meanings as in the Announcement unless the context otherwise requires.

THE SUPPLEMENTAL AGREEMENT

On 22 September 2015 (after trading hours), the Company and the Placing Agent entered into a supplemental agreement to the Placing Agreement (the "**Supplemental Agreement**") pursuant to which the parties have agreed to make the following major amendments to the Placing Agreement:

- (i) the Placing Period was amended to the period from the date of the Placing Agreement up to the date falling after 60 days from the date of the SGM (both days inclusive) (or such later date as may be agreed between the Company and the Placing Agent in writing);
- (ii) the long stop date for fulfillment of the conditions precedent of the Placing Agreement was amended to on or before the date falling after 60 days from the date of SGM (or such other date as agreed by the Company and the Placing Agent in writing);

- (iii) the Conversion Price was amended to HK\$0.05 per Conversion Share; and
- (iv) save for the share consolidation on the basis of four Shares consolidated into 1 consolidation share as announced by the Company on 11 September 2015, the Conversion Price will be subject to adjustment as a result of subsequent share consolidation.

Save for the above, all other terms and conditions of the Placing Agreement shall remain unchanged.

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

Hong Kong, 22 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 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 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>.