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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)

COMPLETION OF PLACING OF TRANCHE 1 OF CONVERTIBLE BONDS

The Board is pleased to announce that all conditions of the Placing have been fulfilled and the completion of the placing of the Tranche 1 Convertible Bonds (as defined below) in the aggregate principal amount of HK\$130 million took place on 5 November 2015. The Tranche 1 of Convertible Bonds, which are convertible into 2,600,000,000 Conversion Shares, have been successfully placed by the Placing Agent to not less than six Placees.

Reference is made to the announcements issued by Code Agriculture (Holdings) Limited (the “Company”) dated 28 August 2015 and 14 October 2015 and the circular of the Company dated 25 September 2015 (the “Circular”) in relation to the placing of Convertible Bonds under the Specific Mandate. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

COMPLETION OF PLACING OF TRANCHE 1 OF CONVERTIBLE BONDS

The Board is pleased to announce that all conditions of the Placing have been fulfilled and the completion of the placing of the first tranche of Convertible Bonds (the “**Tranche 1 Convertible Bonds**”) in the aggregate principal amount of HK\$130 million took place on 5 November 2015. The Tranche 1 Convertible Bonds, which are convertible into 2,600,000,000 Conversion Shares, have been successfully placed by the Placing Agent to not less than six Placees.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Placees and, where applicable, their ultimate beneficial owners, is an Independent Third Party.

The net proceeds from the placing of the Tranche 1 Convertible Bonds are approximately HK\$123 million and will be used by the Group as intended and disclosed in the Circular.

PROGRESS OF THE PLACING OF OTHER TRANCHES OF THE CONVERTIBLE BONDS

The Placing Agent has indicated that it was in the progress of procuring Placees for other tranches of the Convertible Bonds and had received certain indication of interests from investors. The placing of other tranches of the Convertible Bonds is yet to be concluded. The Company will make further announcements with updated progress of the placing of other tranches of the Convertible Bonds in due course.

SHAREHOLDING STRUCTURE OF THE COMPANY

2,600,000,000 Conversion Shares will be allotted and issued upon full conversion of the Tranche 1 Convertible Bonds at the initial Conversion Price (subject to adjustments) for each Conversion Share, which represent approximately 2,404.66% of the issued share capital of the Company as at the date of this announcement and approximately 96.01% of the issued share capital of the Company as enlarged by the issue of 2,600,000,000 Conversion Shares.

The following table shows the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after allotment and issue of the Conversion Shares upon full conversion of the Tranche 1 Convertible Bonds; and (iii) immediately after allotment and issue of the Conversion Shares upon full conversion of the Tranche 1 Convertible Bonds with maximum number of Additional Shares associated with Tranche 1 Convertible Bonds being issued (for illustration purposes only).

Shareholder(s)	As at the date of this announcement		Immediately after allotment and issue of the Conversion Shares upon full conversion of the Tranche 1 Convertible Bonds		Immediately after allotment and issue of the Conversion Shares upon full conversion of the Tranche 1 Convertible Bonds with maximum number of Additional Shares associated with Tranche 1 Convertible Bonds being issued	
	No. of shares of HK\$0.0004 <i>each in the existing issued share capital of the Company (the “Consolidated Shares”)</i>	Approximate %	No. of Consolidated Shares	Approximate %	No. of Consolidated Shares	Approximate %
Jingquan Yingzi (<i>Note</i>)	1,130,500	1.05	1,130,500	0.04	1,130,500	0.04
Cyberland (China) Limited (<i>Note</i>)	26,728,517	24.72	26,728,517	0.99	26,728,517	0.84
Placees	–	–	2,600,000,000	96.01	3,068,000,000	96.60
Public shareholders	80,264,456	74.23	80,264,456	2.96	80,264,456	2.52
Total:	108,123,473	100.00	2,708,123,473	100.00	3,176,123,473	100.00

Note:

Ms. Jingquan Yingzi (“Ms. Jingquan”) is the chairman and an executive Director. There are totally 26,728,517 Consolidated Shares held by Cyberland (China) Limited (“Cyberland”) which is legally and beneficially owned as to 30.37% by Rise Enterprises Limited (“Rise Enterprises”) and 15% by Wealth Way Investment Limited (“Wealth Way”), respectively. Rise Enterprises is beneficially owned as to 62.96% by Eagle Bliss Limited which in turn is wholly owned by Ms. Jingquan, while Wealth Way is directly and wholly owned by Ms. Jingquan. Cyberland is in aggregate indirectly 34.12% owned by Ms. Jingquan. For the purpose of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Ms. Jingquan is deemed to be interested in the Shares held by Cyberland.

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

Hong Kong, 5 November 2015

As of the date of this announcement, the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard, Mr. Wang Anyuan 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>.