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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

Reference is made to the announcements (the “**Announcements**”) of Code Agriculture (Holdings) Limited (the “**Company**”) dated 6 October 2016 and 28 October 2016 in relation to the proposed Disposal. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Announcements.

As disclosed in the Announcements, a circular containing, among other things, further information on the Disposal and notice of the SGM, will be despatched to the Shareholders on or before 18 November 2016.

As additional time is required to finalise certain information for inclusion in the Circular, the date of despatch of the Circular is expected to be postponed to a date no later than 12 December 2016.

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

Hong Kong, 22 November 2016

As of the date of this announcement, the executive directors of the Company are Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard, Mr. Wang Anyuan, Mr. Wang Rongqian, Mr. Hu Chao and Ms. Lin Yan Jenny; 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>.