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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)**

### **MAJOR TRANSACTION EXPIRATION OF THE LONG STOP DATE AND FURTHER DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcements (the “**Announcements**”) of Code Agriculture (Holdings) Limited (the “**Company**”) dated 6 October 2016, 28 October 2016 and 22 November 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.

The Board wishes to announce that on the Long Stop Date had expired on 16 December 2016 and as the date of this announcement the parties to the Agreement are still in the process of negotiating on the extension of the Long Stop Date. Under the Agreement, if the conditions precedent of the Agreement are not being fulfilled on or before the Long Stop Date, the Vendor may at its sole and absolute discretion by written notice to the Purchaser terminate the Agreement. The Vendor presently does not have intention to terminate the Agreement. The Company will make further announcement as and when the parties to the Agreement have agreed or not able to agree on the extended date of the Long Stop Date.

The Company announced on 22 November 2016 that the expected date of despatch of the Circular would be postponed to 12 December 2016, following the expiration of the Long Stop Date, the expected date of despatch of the Circular will have to be postponed further and the Company will make further announcement on the expected date of postponement of the Circular as and when appropriate.

**As the transaction under the Agreement may or may not proceed further, Shareholders and potential investors are advised to exercise caution when dealing in securities in the Company.**

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

Hong Kong, 20 December 2016

*As of the date of this announcement, the executive Directors 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. Hau Chi Kit, Mr. Lee Chi Hwa Joshua and Mr. Zhao Zhizheng.*

*This announcement, for which the Directors jointly and individually accept full responsibility, including the 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 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>.*