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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 SUPPLEMENTAL AGREEMENT IN RELATION TO EXTENSION 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, 22 November 2016 and 20 December 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 12 January 2017 (after trading hours), the parties to the Agreement entered into a supplemental agreement to vary the terms of the Agreement, pursuant to which the Long Stop Date is being extended to 10 February 2017. Save and except to the extension of the Long Stop Date all other terms and conditions of the Agreement remain unchanged.

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 16 January 2017.

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

Hong Kong, 12 January 2017

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>.