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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)

STATUTORY DEMAND FROM THE LENDER

This announcement is made under the requirement of Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Reference is made to the announcement of Code Agriculture (Holdings) Limited (the “**Company**”) dated 11 January 2018 in relation to, among others, the receipt of the Termination Notice (the “**Announcement**”). Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the Announcement.

The Board announces that on 16 January 2018, the Company received a statutory demand (the “**Statutory Demand**”) dated 16 January 2018 issued by the legal representative of the Lender demanding the Company to repay an aggregate outstanding amount of HK\$33,178,092.19 owed by the Company to the Lender under the Loan Agreement (the “**Outstanding Amount**”). The Statutory Demand was issued pursuant to section 178 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong. If the Company fails to repay the Outstanding Amount within 21 days, a winding-up order may be made in respect of the Company.

The Company is actively negotiating with the Lender for possible settlement method(s) of the Outstanding Amount and is also seeking legal advice on the matter. Further announcement will be made as and when appropriate.

By Order of the Board of
CODE AGRICULTURE (HOLDINGS) LIMITED

Hu Chao

Executive Director

Hong Kong, 17 January 2018

As of the date of this announcement, the executive Directors are Ms. Wu Meirong, Ms. Jingquan Yingzi, 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, Mr. Liu Ping and Mr. Zhao Zhizheng.

This announcement, for which the Directors 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, 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 at www.hkgem.com for at least 7 days from the date of its publication and on the Company’s website at <http://www.code-hk.com>.