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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)**

### **MEMORANDUM OF UNDERSTANDING IN RELATION TO THE PROPOSED STRATEGIC COOPERATION**

This announcement is made by Code Agriculture (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“**SFO**”).

#### **MEMORANDUM OF UNDERSTANDING**

The board (the “**Board**”) of directors (the “**Directors**”) is pleased to announce that on 5 September 2018 (after trading hours), the Company, entered into a non-legally binding memorandum of understanding (the “**MOU**”) with a potential partner (the “**Potential Partner**”). Pursuant to the MOU, the Company and the Potential Partner intend to form a global e-commerce platform to provide service to consumers in the world.

#### **Principal Terms of the MOU**

##### ***Date***

5 September 2018 (after trading hours)

## ***Parties***

- (i) The Company; and
- (ii) the Potential Partner.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Potential Partner is a third party independent of the Company and its connected persons (as defined under the GEM Listing Rules).

## ***Formal Agreement***

During a period of 180 days from the date at the MOU, the Company and the Potential Partner shall use their best endeavour to procure a legally binding formal agreement in relation to the proposed strategic cooperation (the "**Formal Agreement**").

## ***Termination***

The MOU will be terminated at the earlier of:

- (i) after 180 days from the date of the MOU;
- (ii) the date of execution of the Formal Agreement; or
- (iii) both parties mutually written consent to terminate the MOU.

## ***Binding effect***

Save for the provisions relating to the confidentiality, termination, notices, binding effect, governing law and jurisdiction, the MOU does not constitute a legally binding agreement on the parties to the MOU.

## **GENERAL**

As at the date of this announcement, the terms and conditions of the proposed strategic cooperation are still being negotiated and no legally binding agreement has been entered into. The proposed strategic cooperation, if materialised, may constitute a notifiable transaction for the Company under the GEM Listing Rules. Further announcement(s) will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

**As the proposed strategic cooperation may or may not proceed, Shareholders and investors are reminded to exercise caution when dealing in the Shares.**

By order of the Board  
**Code Agriculture (Holdings) Limited**  
**Wu Meirong**  
*Chairlady*

Hong Kong, 5 September 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 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 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 <http://www.hkgem.com> for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at <http://www.code-hk.com>.*