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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)

COMPLETION OF ACQUISITION OF ENVIRONMENTAL PROTECTION AND RELATED BUSINESS AND TERMINATION OF A PROPOSED ACQUISITION

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**”).

Reference is made to the announcements of the Company dated 19 June 2018 and 22 June 2018 in relation to, among others, (i) a share acquisition agreement to acquire an environmental protection and related business and (ii) a memorandum of understanding to a proposed acquisition of a winery management company, respectively (the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcements.

COMPLETION OF ACQUISITION

The Board is pleased to announce that all terms and conditions precedent under the share acquisition agreement have been satisfied and completion of the Acquisition of an environmental protection and related business has taken place on 5 September 2018. Immediately after completion of the Acquisition, Guangdong Energy has become an indirect wholly-owned subsidiary of the Company.

TERMINATION OF A PROPOSED ACQUISITION

The Board wishes to provide the following updates on the progress of the Proposed Acquisition of a winery management company: although the parties to the Proposed Acquisition have made their joint efforts to negotiate and liaise on the Proposed Acquisition, no agreement could be reached on the crucial terms. The Company therefore decided to terminate the negotiation and liaison in relation to the Proposed Acquisition. The Company shall continue to seek business and/or strategic opportunities to expand its business portfolio for its long-term development, and shall continue to develop its existing principal business.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
WU Meirong
Chairlady and Executive Director

Hong Kong, 6 September 2018

As at the date of this announcement, the executive Directors are Ms. Wu Meirong (Chairlady), Ms. Jingquan Yingzi (Vice-chairlady), 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’s website at www.hkgem.com for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at <http://www.code-hk.com> for at least 7 days from the day of its posting.