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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)**

### **PROPOSED AMENDMENTS TO THE TERMS AND CONDITIONS OF THE 2015 CONVERTIBLE BONDS AND THE 2016 CONVERTIBLE BONDS**

#### **THE PROPOSED AMENDMENTS**

The Board hereby announces that, on 25 October 2018 (after trading hours), the Company and the Bondholders entered into the Supplemental Agreements in respect of the Proposed Amendments, pursuant to which the Company agreed with the Bondholders (i) to extend the maturity date of the 2015 Convertible Bonds and the 2016 Convertible Bonds from the maturity date of 5 November 2018 and 28 June 2019 respectively to the extended maturity date of 31 December 2020; and (ii) to change the interest payment terms of the 2015 Convertible Bonds and the 2016 Convertible Bonds.

Save for the Proposed Amendments, all other terms of the 2015 Convertible Bonds and the 2016 Convertible Bonds remain unchanged.

#### **GEM LISTING RULES IMPLICATION**

Pursuant to Rule 34.05 of the GEM Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where alterations take effect automatically under the existing terms of such convertible debt securities.

The Company will apply to the Stock Exchange for approval of the Proposed Amendments. An application will be made by the Company to the Stock Exchange for the grant of the listing of, and the permission to deal in, the Conversion Shares and the Additional Shares falling to be allotted and issued under the 2015 Convertible Bonds and the 2016 Convertible Bonds (as amended by the respective Supplemental Agreements).

The SGM will be convened and held for the purpose of considering, and, if thought fit, approving, inter alia, the Supplemental Agreements in relation to the 2015 Convertible Bonds, the Supplemental Agreement in relation to the 2016 Convertible Bonds, the Proposed Amendments, the allotment and issue of (i) the Conversion Shares in relation to the 2015 Convertible Bonds, (ii) the Conversion Shares in relation to the 2016 Convertible Bonds, (iii) the Additional Shares in relation to the 2015 Convertible Bonds, and (iv) the Additional Shares in relation to the 2016 Convertible Bonds under the Specific Mandate.

## **GENERAL**

A circular containing, among others, further information regarding the Proposed Amendments, together with a notice convening the SGM, will be despatched to the Shareholders in due course.

## **BACKGROUND**

Reference is made to (i) the announcements of the Company dated 28 August 2015, 22 September 2015 and 5 November 2015 and the circular of the Company dated 25 September 2015 (the “**2015 CB Circular**”) in relation to the issue of the 2015 Convertible Bonds in the aggregate principal amount of HK\$130 million; and (ii) the announcements of the Company dated 22 April 2016 and 28 June 2016 and the circular of the Company dated 19 May 2016 (the “**2016 CB Circular**”) in relation to the issue of the 2016 Convertible Bonds in the aggregate principal amount of HK\$120 million.

The principal terms of the 2015 Convertible Bonds and the 2016 Convertible Bonds were disclosed in the 2015 CB Circular and the 2016 CB Circular respectively. As at the date of this announcement, the outstanding principal amount of the 2015 Convertible Bonds and the 2016 Convertible Bonds is HK\$80,000,000 and HK\$83,000,000 respectively, and the current Conversion Price of each of the 2015 Convertible Bonds and the 2016 Convertible Bonds is HK\$0.05 per Conversion Share.

## **THE PROPOSED AMENDMENTS**

The Board hereby announces that, on 25 October 2018 (after trading hours), after arm’s length negotiations, the Company and the Bondholders entered into the Supplemental Agreements, pursuant to which the Company agreed with the Bondholders (i) to extend the maturity date of the 2015 Convertible Bonds and the 2016 Convertible Bonds from the maturity date of 5 November 2018 and 28 June 2019 respectively to the extended maturity date of 31 December 2020; and (ii) to change the interest payment terms of the 2015 Convertible Bonds and the 2016 Convertible Bonds.

## THE PROPOSED AMENDMENTS OF THE 2015 CONVERTIBLE BONDS

**Proposed Amendments** The Company and the 2015 Bondholders have agreed to amend the following terms and conditions of the 2015 Convertible Bonds:

- (a) the maturity date of the 2015 Convertible Bonds, which was originally the third anniversary of the date of issuance of the 2015 Convertible Bonds i.e. 5 November 2018 (the “**Initial Maturity Date (2015 CB)**”), will be extended to 31 December 2020; and
- (b) during the period from the Initial Maturity Date (2015 CB) to the extended maturity date, i.e. 31 December 2020, the interest shall be calculated as the outstanding principal amount of the 2015 Convertible Bonds held by the 2015 Bondholders multiplied by 8% per annum, instead of 6% per annum, simple interest payable semi-annually, instead of per annum.

**Conditions Precedent** The Proposed Amendments to the 2015 Convertible Bonds shall become effective upon fulfillment of the following conditions precedent:

- (a) the Shareholders approving the Supplemental Agreements in relation to the 2015 Convertible Bonds and the proposed amendments in relation to the 2015 Convertible Bonds contemplated thereunder at the SGM, including the grant of the specific mandate for the issue and allotment of the Conversion Shares in relation to the 2015 Convertible Bonds and the Additional Shares in relation to the 2015 Convertible Bonds; and
- (b) the Stock Exchange having granted its consent or approval to the Proposed Amendments in relation to the 2015 Convertible Bonds including, among others, the grant of the listing on the Stock Exchange of and permission to deal in the Conversion Shares in relation to the 2015 Convertible Bonds arising from conversion of the 2015 Convertible Bonds during the amended conversion period and the Additional Shares in relation to the 2015 Convertible Bonds.

None of the conditions can be waived by the parties to the Supplemental Agreements in relation to the 2015 Convertible Bonds. As at the date of this announcement, none of the conditions has been fulfilled. If the conditions precedents are not fulfilled on or before 31 December 2018 or such later date as may be agreed between the 2015 Bondholders and the Company (the “**Long Stop Date (2015 CB)**”), the Supplemental Agreements in relation to the 2015 Convertible Bonds will lapse and become null and void and the parties shall be released from all obligations thereunder, save the liabilities for any antecedent breaches thereof.

The 2015 Bondholders had undertaken to the Company that they will not request the Company to repay the 2015 Convertible Bonds after the signing of the Supplemental Agreements in relation to the 2015 Convertible Bonds until the Long Stop Date (2015 CB).

## **THE PROPOSED AMENDMENTS OF THE 2016 CONVERTIBLE BONDS**

**Proposed Amendments** The Company and the 2016 Bondholder have agreed to amend the following terms and conditions of the 2016 Convertible Bonds:

- (a) the maturity date of the 2016 Convertible Bonds, which was originally the third anniversary of the date of issuance of the 2016 Convertible Bonds, i.e. 28 June 2019 (the “**Initial Maturity Date (2016 CB)**”), will be extended to 31 December 2020; and
- (b) during the period from the Initial Maturity Date (2016 CB) to the extended maturity date, i.e. 31 December 2020, the interest shall be calculated as the outstanding principal amount of the 2016 Convertible Bonds held by the 2016 Bondholder multiplied by 8% per annum, instead of 6% per annum, simple interest payable semi-annually, instead of per annum.

## Conditions Precedent

The Proposed Amendments to the 2016 Convertible Bonds shall become effective upon fulfillment of the following conditions precedent:

- (a) the Shareholders approving the Supplemental Agreement in relation to the 2016 Convertible Bonds and the proposed amendments in relation to the 2016 Convertible Bonds contemplated thereunder at the SGM, including the grant of the specific mandate for the issue and allotment of the Conversion Shares in relation to the 2016 Convertible Bonds and the Additional Shares in relation to the 2016 Convertible Bonds; and
- (b) the Stock Exchange having granted its consent or approval to the Proposed Amendments in relation to the 2016 Convertible Bonds including, among others, the grant of the listing on the Stock Exchange of and permission to deal in the Conversion Shares in relation to the 2016 Convertible Bonds arising from conversion of the 2016 Convertible Bonds during the amended conversion period and the Additional Shares in relation to the 2016 Convertible Bonds.

None of the conditions can be waived by the parties to the Supplemental Agreement in relation to the 2016 Convertible Bonds. As at the date of this announcement, none of the conditions has been fulfilled. If the conditions precedents are not fulfilled on or before 31 December 2018 or such later date as may be agreed between the 2016 Bondholder and the Company (the “**Long Stop Date (2016 CB)**”), the Supplemental Agreement in relation to the 2016 Convertible Bonds will lapse and become null and void and the parties shall be released from all obligations thereunder, save the liabilities for any antecedent breaches thereof.

The 2016 Bondholder had undertaken to the Company that they will not request the Company to repay the 2016 Convertible Bonds after the signing of the Supplemental Agreement in relation to the 2016 Convertible Bonds until the Long Stop Date (2016 CB).

## **PRINCIPAL TERMS OF THE CONVERTIBLE BONDS**

Save for the Proposed Amendments, all other terms of the 2015 Convertible Bonds and the 2016 Convertible Bonds remain unchanged. The following summarises the principal terms of the Convertible Bonds as amended by the Supplemental Agreements:

### **Outstanding principal amount:**

2015 Convertible Bonds	:	HK\$80,000,000
2016 Convertible Bonds	:	HK\$83,000,000

### **Extended Maturity Date:**

2015 Convertible Bonds	:	31 December 2020
2016 Convertible Bonds	:	31 December 2020

### **Conversion Shares:**

2015 Convertible Bonds	:	Assuming full conversion of the 2015 Convertible Bonds in the outstanding principal amount of HK\$80,000,000 at the Conversion Price, a total of 1,600,000,000 Shares will be issued.
2016 Convertible Bonds	:	Assuming full conversion of the 2016 Convertible Bonds in the outstanding principal amount of HK\$83,000,000 at the Conversion Price, a total of 1,660,000,000 Shares will be issued.

Assuming full conversion of the outstanding principal amount of the Convertible Bonds, a total of 3,260,000,000 Shares will be issued, representing (i) approximately 129.65% of existing issued share capital of the Company; and (ii) approximately 56.46% of the Company's issued share capital as enlarged by the issue of the Conversion Shares.

### **Conversion Period:**

The Bondholders will be able to convert the outstanding principal amount of the Convertible Bonds in whole or in part into Shares at any time following the relevant date of issue until the extended maturity date i.e. 31 December 2020 under the Specific Mandate.

### **Conversion Price:**

HK\$0.05 per Conversion Share, subject to customary adjustments in certain events, including share consolidation, share subdivision, capitalisation issues, capital distribution, rights issue and issues of other securities below 80 per cent of market price.

The Conversion Price represents:

- (i) a discount of approximately 39.02% to the closing price per Share of HK\$0.082 as quoted on the Stock Exchange on the date of the Supplemental Agreements; and
- (ii) a discount of approximately 40.76% to the average closing price per Share of HK\$0.0844 as quoted on the Stock Exchange for the five consecutive trading days immediately preceding the date of the Supplemental Agreements.

**Interest:**

2015 Convertible Bonds : Six (6) per cent per annum payable annually (from date of issue until the Initial Maturity Date (2015 CB))

Eight (8) per cent per annum, simple interest, payable semi-annually (during the period from the Initial Maturity Date (2015 CB) to the extended maturity date, i.e. 31 December 2020)

2016 Convertible Bonds : Six (6) per cent per annum payable annually (from date of issue until the Initial Maturity Date (2016 CB))

Eight (8) per cent per annum, simple interest, payable semi-annually (during the period from the Initial Maturity Date (2016 CB) to the extended maturity date, i.e. 31 December 2020)

The Bondholders shall have the option (the “**Interest Payment Option**”) to request the Company to pay the interest by the Additional Shares instead of cash by giving at least 7 days notice prior to the due date for payment of such interest, subject to redemption of the Convertible Bonds by the Company on or prior to such interest payment date.

In such event, the amount of interest payable shall be deemed to be part of the principal amount of the Convertible Bonds (the “**Relevant Interest Payment**”) (for the purpose of calculating number of Shares it will be convertible into) and convertible into Shares at the Conversion Price in accordance with the terms of the Convertible Bonds. The Relevant Interest Payment will not be subject to any interest.

The exercise of the Interest Payment Option will result in the Relevant Interest Payment and the Relevant Interest Payment are convertible into the Additional Shares at the Conversion Price.

Assuming no part of the outstanding Convertible Bonds are converted prior to the extended maturity date i.e. 31 December 2020, maximum amount of interest of the outstanding Convertible Bonds will be approximately HK\$33,621,315. Based on the Conversion Price of HK\$0.05 and assuming there is no adjustment to the Conversion Price, a maximum of 672,426,298 Additional Shares will be issued, representing approximately 26.74% of the existing issued share capital of the Company as at the date of this announcement and approximately 10.43% of the Company's issued share capital as enlarged by the issue of the Conversion Shares and the Additional Shares. The Additional Shares will be issued under the Specific Mandate.

For the avoidance of doubt, the conversion of the Convertible Bonds and the conversion of Relevant Interest Payment into the Additional Shares will only take place as long as (i) the public float of at least 25 per cent of the issued share capital of the Company as enlarged by the issue of the Conversion Shares and the Additional Shares can be maintained; and (ii) it does not trigger a mandatory offer obligation under Rule 26 of the Takeovers Code on the part of the Bondholders and any parties acting in concert with it (as defined under the Takeovers Code).

**Transferability:**

The Convertible Bonds will be transferrable without the consent of the Company except that the Convertible Bonds can only be transferred to a connected person of the Company if prior written consent of the Company is obtained.

**Voting:**

The Bondholders will not be entitled to attend or vote at any meeting of the Company by reason only of them being the Bondholders.

**Listing:**

No application will be made for the listing of the Convertible Bonds on the Stock Exchange or any other stock exchange.

An application will be made by the Company to the Stock Exchange for the grant of the listing of, and the permission to deal in, the Conversion Shares and the Additional Shares falling to be allotted and issued under the Convertible Bonds (as amended by the respective Supplemental Agreements).

**Ranking:**

The Conversion Shares and the Additional Shares to be issued upon the exercise of the conversion rights and the Interest Payment Option attaching to the Convertible Bonds will rank *pari passu* in all respects with all other Shares outstanding on the date the name of the Bondholders is entered on the register of the members of the Company as a holder of the Conversion Shares and/or the Additional Shares.



## Redemption:

The Company shall be entitled to redeem the Convertible Bonds at 100% of the outstanding principal amount of the Convertible Bonds (in whole or in part) at any time and from time to time at the option of the Company prior to the extended maturity date i.e. 31 December 2020 subject to any notice of conversion of the Convertible Bonds delivered prior to such redemption.

## SHAREHOLDING STRUCTURE

The following table shows the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon exercise in full of the conversion rights attaching to the Convertible Bonds; and (iii) immediately upon exercise in full of the conversion rights attaching to the Convertible Bonds together with maximum number of Additional Shares being issued.

Shareholders	As at the date of this announcement		Immediately upon full exercise of the conversion rights attaching to the Convertible Bonds (Note 2)		Immediately upon full exercise of the conversion rights attaching to the Convertible Bonds together with maximum number of Additional Shares being issued (Note 2)	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
<b>Substantial Shareholder</b>						
宋文霞	364,200,547	14.48	364,200,547	6.31	364,200,547	5.65
The 2015 Bondholders	187,009,586	7.44	1,787,009,586	30.95	2,158,998,626	33.49
The 2016 Bondholder	192,963,698	7.67	1,852,963,698	32.09	2,153,400,956	33.40
Other public Shareholders	<u>1,770,301,391</u>	<u>70.40</u>	<u>1,770,301,391</u>	<u>30.66</u>	<u>1,770,301,391</u>	<u>27.46</u>
Total	<u><u>2,514,475,222</u></u>	<u><u>100.00</u></u>	<u><u>5,774,475,222</u></u>	<u><u>100.00</u></u>	<u><u>6,446,901,520</u></u>	<u><u>100.00</u></u>

### Notes:

1. The percentage figures in this table are subject to rounding adjustment.
2. This column is for illustration purpose only as the terms of each of the 2015 Convertible Bonds and the 2016 Convertible Bonds provide that conversion of the Convertible Bonds and the conversion of the Relevant Interest Payment into the Additional Shares shall only take place if (i) to public float of at least 25 per cent of the issued share capital of the Company as enlarged by the issue of Conversion Shares and the Additional Shares can be maintained; and (ii) it does not trigger a mandatory offer obligation under Rule 26 of the Takeovers Code on the part of each of the Bondholders.

## **SPECIFIC MANDATE TO ISSUE THE CONVERSION SHARES AND THE ADDITIONAL SHARES**

Due to the amended maturity dates and the interest payment terms of the 2015 Convertible Bonds and the 2016 Convertible Bonds as a result of the Proposed Amendments, the Specific Mandate will be sought at the SGM for the allotment and issue of (i) the Conversion Shares in relation to the 2015 Convertible Bonds, (ii) the Conversion Shares in relation to the 2016 Convertible Bonds, (iii) the Additional Shares in relation to the 2015 Convertible Bonds, and (iv) the Additional Shares in relation to the 2016 Convertible Bonds.

## **REASONS FOR AND BENEFITS OF THE PROPOSED AMENDMENTS**

The Group is principally engaged in provision of digital television broadcasting and advertising in Hong Kong and the PRC, production and sale of environmental protection (“EP”) construction materials and EP construction engineering projects in the PRC, provision of car beauty services in Hong Kong, money lending business in Hong Kong and securities investments in Hong Kong.

As disclosed in the annual report of the Company for the year ended 31 March 2018, the Company incurred a net loss from continuing operations of approximately HK\$34.3 million and a net cash outflow of approximately HK\$9.5 million for the year ended 31 March 2018. As at 31 March 2018, the Group recorded (i) cash and cash equivalents of approximately HK\$2.1 million; and (ii) convertible bonds of approximately HK\$166.0 million (comprised of the 2015 Convertible Bonds and the 2016 Convertible Bonds with carrying amount of approximately HK\$76.6 million and HK\$89.3 million respectively), representing approximately 72.4% of the total liabilities of the Group.

As at the date of this announcement, the outstanding principal amount of the Convertible Bonds aggregated to HK\$163 million. Pursuant to the original terms of the Convertible Bonds, the maturity dates of the 2015 Convertible Bonds and the 2016 Convertible Bonds were 5 November 2018 and 28 June 2019 respectively. Each of the Convertible Bonds will fall due by less than one year from the date of this announcement.

If the maturity dates of the Convertible Bonds are not extended, the repayment obligations of the Convertible Bonds at their respective maturity dates would result in depletion of the Company’s financial resources and would exert funding pressure to the Group for redemption at maturity. The Proposed Amendments effectively allow the Group to extend the maturity date of each of the Convertible Bonds to 31 December 2020. As such, it will alleviate the immediate pressure on cash flow of the Group and is expected to maintain the immediate liquidity of the Group by retaining financial resources for its operation and development. The revised interest payment arrangement as contemplated under the Proposed Amendments is a compensation to the Bondholders for extension of the maturity of the Convertible Bonds.

Moreover, it should be noted that (i) it would be difficult for the Group to obtain bank borrowings of similar size from banking institutions at similar cost given the loss-making financial performance and net liabilities position of the Group; and (ii) it may not be able for the Group to secure equity financing or debt financing in such a short time frame given the maturity of the Convertible Bonds of less than one year.

Having considered the above, the Directors are of the view that the Proposed Amendments are fair and reasonable, the Supplemental Agreements are on normal commercial terms and that the entering into of the Supplemental Agreements is in the interests of the Company and the Shareholders as a whole.

## **INFORMATION ABOUT THE BONDHOLDERS**

As at the date of this announcement, the Bondholders consist of individual and corporate investors. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, each of the Bondholders and its respective ultimate beneficial owner(s) is an Independent Third Party.

## **GEM LISTING RULES IMPLICATION**

Pursuant to Rule 34.05 of the GEM Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where alterations take effect automatically under the existing terms of such convertible debt securities.

The Company will apply to the Stock Exchange for approval of the Proposed Amendments. An application will be made by the Company to the Stock Exchange for the grant of the listing of, and the permission to deal in, the Conversion Shares and the Additional Shares falling to be allotted and issued under the 2015 Convertible Bonds and the 2016 Convertible Bonds (as amended by the respective Supplemental Agreements).

## **GENERAL INFORMATION**

The SGM will be convened and held for the purpose of considering, and, if thought fit, approving, *inter alia*, the Supplemental Agreements in relation to the 2015 Convertible Bonds, the Supplemental Agreement in relation to the 2016 Convertible Bonds, the Proposed Amendments, the allotment and issue of (i) the Conversion Shares in relation to the 2015 Convertible Bonds, (ii) the Conversion Shares in relation to the 2016 Convertible Bonds, (iii) the Additional Shares in relation to the 2015 Convertible Bonds, and (iv) the Additional Shares in relation to the 2016 Convertible Bonds under the Specific Mandate. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the SGM.

A circular containing, among others, further information regarding the Proposed Amendments, together with a notice convening the SGM, will be despatched to the Shareholders in due course.

## **DEFINITIONS**

*In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings:*

“2015 Bondholders”	the registered holders and/or beneficial owners of the 2015 Convertible Bonds
“2015 Convertible Bonds”	the six (6) per cent. interest convertible bonds due 2018 in an aggregate principal amount of HK\$130,000,000 issued by the Company on 5 November 2015 and with outstanding principal of HK\$80,000,000 as at the date of this announcement
“2016 Bondholder”	the registered holder and/or beneficial owners of the 2016 Convertible Bonds
“2016 Convertible Bonds”	the six (6) per cent. interest convertible bonds due 2018 in an aggregate principal amount of HK\$120,000,000 issued by the Company on 28 June 2016 and with outstanding principal of HK\$83,000,000 as at the date of this announcement
“Additional Shares”	collectively, the Additional Shares in relation to the 2015 Convertible Bonds and the Additional Shares in relation to the 2016 Convertible Bonds
“Additional Shares in relation to the 2015 Convertible Bonds”	the Shares to be allotted and issued by the Company at the Conversion Price in the event the 2015 Bondholder(s) requested the Company to pay the interest of the 2015 Convertible Bonds by Shares instead of cash

“Additional Shares in relation to the 2016 Convertible Bonds”	the Shares to be allotted and issued by the Company at the Conversion Price in the event the 2016 Bondholder requested the Company to pay the interest of the 2016 Convertible Bonds by Shares instead of cash
“Board”	the board of Directors
“Bondholder(s)”	collectively, the 2015 Bondholder(s) and the 2016 Bondholder
“Company”	Code Agriculture (Holdings) Limited, a company incorporated under the laws of Bermuda with limited liability, the Shares of which are listed on GEM (stock code: 8153)
“connected persons”	has the meaning ascribed thereto under the GEM Listing Rules
“Conversion Price”	HK\$0.05 per Conversion Share
“Conversion Share(s)”	collectively, the Conversion Shares in relation to the 2015 Convertible Bonds and the Conversion Shares in relation to the 2016 Convertible Bonds
“Conversion Shares in relation to the 2015 Convertible Bonds”	the Shares to be allotted and issued by the Company upon exercise of the conversion rights attaching to the 2015 Convertible Bonds
“Conversion Shares in relation to the 2016 Convertible Bonds”	the Shares to be allotted and issued by the Company upon exercise of the conversion rights attaching to the 2016 Convertible Bonds
“Convertible Bonds”	collectively, the 2015 Convertible Bonds and the 2016 Convertible Bonds
“Director(s)”	director(s) of the Company
“GEM”	The GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	independent third party(ies), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, who is independent of and not connected with the Company and its connected persons
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the terms and conditions of the 2015 Convertible Bonds and 2016 Convertible Bonds pursuant to the terms of the respective Supplemental Agreements
“SGM”	the special general meeting of the Shareholders to consider and, if thought fit, approve, among other things, the Supplemental Agreements in relation to the 2015 Convertible Bonds, the Supplemental Agreement in relation to the 2016 Convertible Bonds and the Proposed Amendments contemplated thereunder, including the grant of the Specific Mandate
“Share(s)”	ordinary shares of HK\$0.0004 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the issued Share(s)
“Specific Mandate”	the specific mandate to be sought from the Shareholders at the SGM to approve, <i>inter alia</i> , the allotment and the issue of the Conversion Shares in relation to the 2015 Convertible Bonds, the Conversion Shares in relation to the 2016 Convertible Bonds, and the Additional Shares in relation to the 2015 Convertible Bonds and the Additional Shares in relation to the 2016 Convertible Bonds (as amended by the respective Supplemental Agreements)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreements”	collectively, the Supplemental Agreements in relation to the 2015 Convertible Bonds and the Supplemental Agreement in relation to the 2016 Convertible Bonds

“Supplemental Agreements in relation to the 2015 Convertible Bonds”	the supplemental agreements entered into between the Company and the 2015 Bondholders in relation to the amendments to the 2015 Convertible Bonds dated 25 October 2018
“Supplemental Agreement in relation to the 2016 Convertible Bonds”	the supplemental agreement entered into between the Company and the 2016 Bondholder in relation to the amendments to the 2016 Convertible Bonds dated 25 October 2018
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission
“%”	per cent.

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

Hong Kong, 25 October 2018

*As at the date of this announcement, the executive Directors are Ms. Wu Meirong, Ms. Jingquan Yingzi, Mr. Mao Songtao, 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. Wong Ching Keung.*

*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](http://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.*