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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)**

### **TERMINATION OF MEMORANDUM OF UNDERSTANDING**

Reference is made to the announcement (the “**Announcement**”) of Code Agriculture (Holdings) Limited dated 10 December 2018 in relation to a memorandum of understanding with Yidao Donglian Blockchain Technology (Hainan) Limited\* and Baping Sky International Technology Limited\* (collectively referred to as the “**Potential Partner**”), for the proposed cooperation to create a new cross-border e-commerce platform. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Announcement.

The Board hereby announces that on 17 April 2019 (after trading hours) the Company and the Potential Partners entered into a deed of termination and release pursuant to which the parties mutually agreed to forthwith irrevocably, unconditionally and absolutely terminate the MOU. Each of Company and the Potential Partners further agrees to release and discharge each of them from all future obligations and liabilities whatsoever owing to the other of them under the MOU.

After considering the fact that the Proposed Cooperation requires a significant portion of the Group’s available resources which the Company planned to deploy onto the existing businesses, the Directors are of the view that termination of the MOU is in the interests of the Company and the shareholders as a whole.

By order of the Board  
**Code Agriculture (Holdings) Limited**  
**Au Yeung Yiu Chung**  
*Company Secretary*

Hong Kong, 17 April 2019

*As of the date of this announcement, the executive Directors are Ms. Lin Yan Jenny, Mr. Wang Rongqian and Mr. Hu Chao; the non-executive Director is Mr. Wang Dequn, 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 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>.*

*\* For identification purpose only*