

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is made for information purpose only and does not constitute an invitation or offer to acquire, purchase, or subscribe for any securities of the Company.



CODE AGRICULTURE (HOLDINGS) LIMITED

科地農業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 8153)

SUPPLEMENTAL ANNOUNCEMENT TO ISSUE OF SUBSCRIPTION SHARES TO THE SUBSCRIBER UNDER GENERAL MANDATE

Reference is made to the announcement of the Company dated 26 June 2019 (the “Announcement”) relating to the Subscription. Terms used in this announcement shall have the same meanings as defined in the Announcement unless otherwise stated.

The Company was notified by the Subscriber that due to certain matters occurred since the date of the Subscription Agreement including the Company’s deteriorating financial performance as announced in the Company’s 2019 annual report; the proposed share consolidation of 40 Shares into 1 consolidated share; the weakening trading price of the Shares; and that the Company has not yet obtained the listing approval from the GEM Listing Committee of the Stock Exchange in respect of the Subscription Shares, the Subscriber shall not proceed with the Subscription on the terms and conditions of the Subscription Agreement. The Company is now negotiating with the Subscriber to continue the Subscription on some proposed fresh terms but, as at the date of this announcement, no binding agreement or arrangement has been entered into between the parties in this regard. The Company will make further announcement(s) on this matter as and when appropriate.

In view of the circumstances, the Subscription may not proceed to Completion. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

By Order of the Board
Code Agriculture (Holdings) Limited
Tsang King Sun
Executive Director

Hong Kong, 16 July 2019

As at the date of this announcement, the executive directors of the Company are Mr. Chow Chi Wah Vincent, Mr. Tsang King Sun, Ms. Lin Yan Jenny, Mr. Wang Rongqian, Mr. Hu Chao; the non-executive directors of the Company are Mr. Qian Gang, Mr. Wang Dequn; and the independent non-executive directors of the Company are Mr. Hau Chi Kit, Mr. Lee Chi Hwa Joshua, Mr. Wong Ching Keung, Ms. Ng Yin Ling Elaine and Dr. Antonio Maria Santos.

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>.