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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)

VOLUNTARY ANNOUNCEMENT STRATEGIC COOPERATION AGREEMENT

This announcement is a voluntary announcement made by Code Agriculture (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that the Company entered into a strategic cooperation agreement (the “**Strategic Agreement**”) with CITIC Merchant Co., Ltd. (中信国通企业管理有限公司) (“**CITIC Merchant**”) on 24 March 2017 (after trading hours).

In accordance with the Strategic Agreement, CITIC Merchant will identify certain asset management companies for the Company to acquire and these asset management companies, licenced under the China Securities Regulatory Commission, will be engaged in investing in, including but not limited to, (i) antiques, art galleries and treasury house; (ii) green businesses; and (iii) bio-medical businesses in the People’s Republic of China (the “**PRC**”) (the “**Possible Acquisition**”).

A refundable deposit in the amount of HK\$10,000,000 shall be payable in full by the Company to CITIC Merchant within 14 days upon signing of the Strategic Agreement (the “**Deposit**”) as earnest money. It is intended that the consideration for the Possible Acquisition will not be less than HK\$100,000,000 and the annual returns will not be less than HK\$10,000,000. CITIC Merchant will arrange financing of the HK\$80,000,000 for the Group, if needed, and the Group pay the balance in cash that the Group requires to complete the Possible Acquisition.

The Strategic Agreement shall be effective for a period of twelve months. In the event that the Possible Acquisition does not proceed within twelve months from the date of the Strategic Agreement, the Deposit shall be refunded in full without interest and without deduction to the Company by CITIC Merchant within seven days.

INFORMATION OF THE GROUP

The Group is principally engaged in provision of digital television services in the PRC, provision of car beauty services and money lending business in Hong Kong.

INFORMATION OF CITIC MERCHANT

CITIC Merchant is a non-licensed merchant bank participating in cross-border merger and acquisition advisory and corporate advisory businesses with the capacity in proprietary principal investment and the PRC fund management business. By leverage of CITIC Group Corporation Limited (“**CITIC Group**”) brand equity, corporate resource and financial network, CITIC Merchant provides customize solution catering to local investment needs and business circumstances. More specially, CITIC Merchant is setting up private equity fund and manage assets and business in environmental protection and health care sectors with the view of enhancing value by making use of vast resources of CITIC Group.

REASONS FOR AND BENEFITS OF THE STRATEGIC AGREEMENT AND THE POSSIBLE ACQUISITION

The Board considers that through the cooperation between the Company and CITIC Merchant under the Strategic Agreement, it will enable the Group to explore business opportunities for tapping into asset management business in the PRC. With the vast experiences and networks CITIC Merchant has in the PRC and the Company’s listing status, both the Company and CITIC Merchant believe that the Strategic Agreement will benefit both parties with investing opportunities for sound returns. The Board also considers that the Possible Acquisition will help to diversify the business of the Group and broaden its income base, and is in the interests of the Group and its shareholders as a whole.

If the cooperation and the Possible Acquisition have further development, the Group will make further announcement(s) as and when appropriate in accordance with the Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange of Hong Kong Limited.

Shareholders and potential investors of the Company should note that the Possible Acquisition may or may not materialise and are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board of
CODE AGRICULTURE (HOLDINGS) LIMITED
Hu Chao
Executive Director

Hong Kong, 24 March 2017

As of the date of this announcement, the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard, Mr. Wang Anyuan, 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 for 7 days from the date of its publication and on the Company’s website at <http://www.code-hk.com>