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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)**

### **ORDER FOR THE WITHDRAWAL OF THE WINDING UP PETITION AGAINST THE COMPANY**

Reference is made to the announcements of Code Agriculture (Holdings) Limited (the “**Company**”) dated 26 April 2018, 30 April 2018, 8 May 2018 and 14 May 2018 (the “**Announcements**”) relating to the Petition presented by Artic Blue to the Court on 24 April 2018 for winding up of the Company, the Deed of Settlement entered into between the Company and Artic Blue on 26 April 2018, the Consent Summons filed by Artic Blue to the Court with the consent of the Company to apply for an order by the Court that, inter alia, the Petition against the Company, which is not yet published, be withdrawn and the Amended and Restated Deed of Settlement entered into between the Company and Artic Blue on 8 May 2018. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Announcements.

### **ORDER FOR THE WITHDRAWAL OF THE PETITION AGAINST THE COMPANY**

The Board is pleased to announce that the Court has made an order on 29 May 2018 (the “**Order**”) that:–

1. the Petition against the Company filed on 24 April 2018, which is not yet published, be withdrawn;
2. the hearing of the Petition fixed for 27 June 2018 be vacated;
3. Artic Blue do pay the Official Receiver costs of the proceedings under the Petition agreed at HK\$2,700 upon signing of the Consent Summons, such sum to be deducted from Artic Blue’s deposit and the balance of the deposit be released to Artic Blue; and

- there be no other order as to costs of the application under the Consent Summons and the action under the Petition except for the costs payable by Artic Blue to the Official Receiver mentioned in paragraph 3 above.

Sealed copy of the Order was served by the legal adviser of Artic Blue on the Company's legal adviser on 8 June 2018.

Following the withdrawal of the Petition, Section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong and Article 166 of the Bermuda Companies Act 1982 will no longer have any effect.

## **APPLICATION TO THE COURT FOR VALIDATION ORDER**

The Board also wishes to announce that the Company's legal adviser is in the course of preparing the Application including obtaining counsel's advice on the merit of the Application. Further announcement(s) will be made by the Company to keep its shareholders and investors informed of any significant development in relation to the Application as and when appropriate.

By order of the Board  
**Code Agriculture (Holdings) Limited**  
**Hu Chao**  
*Executive Director*

Hong Kong, 8 June 2018

*As of the date of this announcement, the executive Directors are Ms. Wu Meirong, Ms. Jingquan Yingzi, 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 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>.*