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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)**

### **RESIGNATION OF EXECUTIVE DIRECTOR AND CHANGE OF AUTHORISED REPRESENTATIVE AND COMPLIANCE OFFICER**

#### **RESIGNATION OF EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of Code Agriculture (Holdings) Limited (the “**Company**”) hereby announces that Mr. Wong Man Hung Patrick (“**Mr. Wong**”) has tendered his resignation as executive director, authorised representative and compliance officer of the Company with effect from 8 August 2014 due to his busy schedule and other engagements that require more of his time, despite the Company’s efforts to retain him for further services.

To the best understanding, information and belief of directors, Mr. Wong has no disagreement with the Board, and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take opportunity to express its sincere gratitude and appreciation to Mr. Wong for his unswerving dedication and invaluable contribution to the Company over the past seven years of services with the Company. The Board highly treasured Mr. Wong’s leadership and invaluable advice to the development of the Company as a whole.

## **CHANGE OF AUTHORISED REPRESENTATIVE AND COMPLIANCE OFFICER**

The Board further announces that Mr. Stephen William Frostick, an executive director of the Company, was appointed as authorised representative and compliance officer of the Company with effect from 8 August 2014, following Mr. Wong's resignation from the aforesaid positions.

By order of the Board  
**Code Agriculture (Holdings) Limited**  
**Jingquan Yingzi**  
*Chairman*

Hong Kong, 11 August 2014

*As of the date of this announcement, the executive directors of the Company are Ms. Jingquan Yingzi (Chairman), Mr. Wu Zhongxin and Mr. Stephen William Frostick; the non-executive director is Prof. Liu Guoshun; and the independent non-executive directors are Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Mr. Zhao Zhizheng.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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>.*