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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)

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Chin has been appointed as an executive Director with effect from 15 August 2014.

The board (the “**Board**”) of directors (the “**Directors**”) of Code Agriculture (Holdings) Limited (the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”) is pleased to announce the appointment of that Mr. Chin Wai Keung, Richard (“**Mr. Chin**”) has been appointed as an executive Director with effect from 15 August 2014.

BIOGRAPHY OF MR. CHIN

Mr. Chin, aged 65, has over 35 years of extensive management experience in trading, contracting and finance business and over 12 years of experience in the positions of managing director of multi-national corporations.

Mr. Chin was the chairman and an executive director of Intelli-Media Group (Holdings) Limited (now known as Pan Asia Mining Limited), a company listed on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (Stock Code: 8173) from 2006 to 2009. During 2002 to 2004, Mr. Chin was the deputy chairman and an executive director of Dickson Group Holdings Limited (now known as Richly Field China Development Limited), a company listed on the main board of the Stock Exchange (Stock Code: 313). In December 2000, Mr. Chin was appointed as an executive director (re-designated to a non-executive director in April 2001) of Hung Fung Group Holdings Limited (now known as Poly Capital Holdings Limited) (Stock Code: 1141) (“**Hung Fung**”),

a company incorporated in Bermuda and was then principally engaged in the designing, manufacturing and selling of toys. Subsequent to resignation of Mr. Chin as a non-executive director in December 2001 and as far as Mr. Chin was aware of based on information available in public (as contained in the prospectus of Hung Fung dated 13 May 2002), Hung Fung had entered into a restructuring proposal which involved a compromise agreement with the a group of banks (the “**Creditors**”) to discharge all claims and monies owed by Hung Fung to the Creditors which was completed in or around May 2002. In October 1997, Mr. Chin was appointed as an executive director of Mansion Holdings Limited (now known as Digital Domain Holdings Limited) (Stock Code: 547) (“**Mansion**”), a company incorporated in Bermuda and was then principally engaged in the business of fire safety, for the purpose of leading the restructuring proposal which involved a compromise agreement with Mansion group’s creditors, being all banks for the release and settlement of Mansion’s outstanding bank loans. The restructuring proposal was completed in 1998 and Mr. Chin resigned thereafter.

Mr. Chin has not entered into any service contract with any member of the Group and is not appointed for a fixed term. His emolument will be determined by the Board based on the recommendation from the remuneration committee of the Company with reference to his qualification, duties and responsibilities with the Company, the Company’s performance and the prevailing market conditions. Mr. Chin is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company.

As at the date of this announcement, Mr. Chin does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this announcement and save as disclosed above, (i) Mr. Chin does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) save as being an executive Director, Mr. Chin does not hold any other positions in the Group; (iii) Mr. Chin does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company; and (iv) there are no other matters concerning Mr. Chin that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Chin that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”).

The Board would like to extend a warm welcome to Mr. Chin for his joining of the Board.

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

Hong Kong, 15 August 2014

As of the date of this announcement, the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. Wu Zhongxin, Mr. Stephen William Frostick and Mr. Chin Wai Keung, Richard; 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 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>.