

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.



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, COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE

The Board is pleased to announce that Mr. Wang has been appointed as an executive Director, the authorised representative and compliance officer of the Company with effect from 25 September 2015.

APPOINTMENT OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) 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. Wang Anyuan (“**Mr. Wang**”) has been appointed as an executive Director with effect from 25 September 2015.

Biographical details of Mr. Wang

Mr. Wang, aged 44, obtained a bachelor degree in accounting from Shanghai Maritime University in 1994. Mr. Wang worked at China Merchants Group Limited and its main financial enterprises from 1994 to 2008. Mr. Wang served as an executive director and head of china operation at BOCOM International Holdings Company Limited and CITIC Securities International Company Limited from 2008 to 2013. Mr. Wang has extensive experience and capability in the areas of business operation management, risk control, investment and financing. Mr. Wang is currently licensed with the Securities and Futures Commission to carry out type 1 (dealing in securities) and type 2 (dealing in future contracts) regulated activities and served as an operation director of Orient Finance Holding (Hong Kong) Limited.

Mr. Wang 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. Wang 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. Wang 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. Wang 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. Wang does not hold any other positions in the Group; (iii) Mr. Wang 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. Wang that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Wang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**").

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

APPOINTMENT OF COMPLIANCE OFFICER

The Board announces that Mr. Wang has been appointed as the compliance officer of the Company for the purpose of Rule 5.19 of the GEM Listing Rule with effect from 25 September 2015, in order to fill the vacancy of compliance officer of the Company as disclosed in the Company's announcement dated 14 September 2015.

APPOINTMENT OF AUTHORISED REPRESENTATIVE

The Board announces that Mr. Wang has been appointed as the authorised representative of the Company for the purpose of Rule 5.24 of the GEM Listing Rule with effect from 25 September 2015, in order to fill the vacancy of authorised representative of the Company as disclosed in the Company's announcement dated 14 September 2015.

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

Hong Kong, 25 September 2015

As of the date of this announcement, the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. China Wai Keung Richard, Mr. Wang Anyuan and Mr. Wu Zhongxin; 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>.