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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. Hu has been appointed as an executive Director with effect from 22 July 2016.

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”) would like to announce that Mr. Hu Chao (“Mr. Hu”) has been appointed as an executive Director with effect from 22 July 2016.

Mr. Hu, aged 33, obtained a Bachelor Degree in Law from Hunan University of Technology (formerly known as Zhuzhou Institute of Technology). Mr. Hu has extensive experience in legal consultation and had been providing consultancy services for various businesses in the PRC. Mr. Hu is currently the independent non-executive director of GT Group Holdings Limited which is listed on the main board of the Hong Kong Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Mr. Hu shall enter into a service contract as a Director with the Group but it will not be for a fixed term and could be terminated by either party by giving one month prior notice. He is entitled to a director fee of HKD35,000 per month which will be subject to review 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. Hu will be 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. Hu 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. Hu 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) Mr. Hu does not hold any other positions in the Group;
- (iii) Mr. Hu 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. Hu that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Hu 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 (the “GEM Listing Rules”).

The Board would like to express its welcome to Mr. Hu for joining the Board.

By Order of the Board of  
**CODE AGRICULTURE (HOLDINGS) LIMITED**  
**Jingquan Yingzi**  
*Chairman*

Hong Kong, 22 July 2016

*As of the date of this announcement, the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard, Mr. Wang Anyuan and Mr. Wang Rongqian; 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 jointly and individually accept full responsibility, including the 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 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>.*