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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 AND RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The Board would like to announce that Professor Liu has resigned as a Non-Executive Director and Ms. Lin has been appointed as an Executive Director with effect from 14 October 2016.

The Board (the “Board”) of Directors (the “Director”) of Code Agriculture (Holdings) Limited (the “Company”) hereby announces that Professor Liu Guoshun (“Professor Liu”) has resigned as a Non-Executive Director and Ms. Lin Yan Jenny (“Ms. Lin”) has been appointed as an executive Director with effect from 14 October 2016.

### **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The Board would like to announce that Professor Liu resigned as a Non-Executive Director with effect from 14 October 2016 in order to devote more time to his other personal commitments. Professor Liu has confirmed that there is no disagreement with the Board and there is no matter in respect of his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Board would like to take this opportunity to thank Professor Liu for his valuable contribution to the Company during his term of service.

## **APPOINTMENT OF EXECUTIVE DIRECTOR**

Ms. Lin, aged 45, obtained a Master of Business Administration from the New York University of Technology. She has over 20 years of management experience in various industries. She was a Deputy Director of Capital Markets Guoco Capital Limited during the period from 10 November 2012 to 25 July 2015. She is the Executive Director of Thiz Technology Group Limited which is listed on the Growth Enterprises Market of the Stock Exchange. She was the Executive Director of Evershine Group from 27 May 2013 to 10 June 2015.

Ms. Lin shall enter into a service contract as an Executive Director with the Company but will not be for a fixed term and could be terminated by either party giving one-month prior notice. She is entitled to a director fee of HKD20,000 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 her qualification, duties and responsibilities with the Company, the Company's performance and the prevailing market conditions. She shall 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, Ms. Lin 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) Ms. Lin 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) Ms. Lin does not hold any other position in the Group;
- (iii) Ms. Lin 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 her that need to be brought to the attention of the shareholders of the Company nor is there any information relating to her 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 Board would like to express its welcome to Ms. Lin for joining the Board.

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

Hong Kong, 14 October 2016

*As of the date of this announcement, the executive Directors are Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard, Mr. Wang Anyuan, Mr. Wang Rongqian, Mr. Hu Chao and Ms. Lin Yan Jenny; 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>.*