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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)

- (1) RESIGNATION OF EXECUTIVE DIRECTOR;
(2) CHANGE OF COMPLIANCE OFFICER AND
AUTHORISED REPRESENTATIVE;
(3) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(4) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that, with effect from 1 February 2018:

1. Mr. Wang resigned as an executive Director, the compliance officer and the authorised representative of the Company.
2. Mr. Hu, an executive Director, has been appointed as the compliance officer and the authorised representative of the Company.
3. Mr. Liu resigned as an independent non-executive Director of the Company, and ceased to be a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

1. RESIGNATION OF EXECUTIVE DIRECTOR

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 that Mr. Wang Anyuan (“**Mr. Wang**”) resigned as an executive Director, the compliance officer and the authorised representatives of the Company under the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 1 February 2018 to pursue personal career development. Mr. Wang has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the Stock Exchange or the shareholders of the Company.

2. CHANGE OF COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE

Mr. Hu Chao (“**Mr. Hu**”), an executive Director, has been appointed as the compliance officer and the authorised representative of the Company with effect from 1 February 2018, following Mr. Wang’s resignation from the aforesaid positions. Upon the said appointment, Mr. Hu has become the executive Director, the compliance officer and the authorised representative of the Company.

3. RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is also pleased to announce that Mr. Liu Ping (“**Mr. Liu**”) resigned as an independent non-executive Director with effect from 1 February 2018 to pursue personal career development. Mr. Liu has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the Stock Exchange or the shareholders of the Company.

4. CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board also announces that following the resignation of Mr. Liu as an independent non-executive Director, Mr. Liu ceased to be a member of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 1 February 2018.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Wang and Mr. Liu for their valuable contributions to the Company during their tenures of directorship.

By order of the Board
Code Agriculture (Holdings) Limited
Hu Chao
Executive Director

Hong Kong, 1 February 2018

As of the date of this announcement, the executive Directors are Ms. Wu Meirong, Ms. Jingquan Yingzi, Mr. Chin Wai Keung Richard, Mr. Wang Rongqian, Mr. Hu Chao and Ms. Lin Yan Jenny; and the independent non-executive Directors are Mr. Hau Chi Kit, 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 at www.hkgem.com for at least 7 days from the date of its publication and on the Company’s website at <http://www.code-hk.com>.