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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)

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The board (the “**Board**”) of directors (the “**Directors**”) of Code Agriculture (Holdings) Limited (the “**Company**”) hereby announces that Mr. Ngan Kam Biu Stanford (“**Mr. Ngan**”) has tendered his resignation as the company secretary and the authorised representative of the Company under Rule 5.24 of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 23 May 2018. Mr. Ngan has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board is pleased to announce that Mr. Au Yeung Yiu Chung (“**Mr. Au Yeung**”) has been appointed as the company secretary and the authorised representative of the Company in replacement of Mr. Ngan with effect from 23 May 2018.

Mr. Au Yeung has over 10 years of experience in financial industry. Mr. Au Yeung graduated from The Hong Kong Polytechnic University with a Bachelor of Science in Applied Biology with Biotechnology. Mr. Au Yeung also holds the degree of Master of Business Administration from University of Wales, Newport and the degree of Master of Corporate Governance from The Open University of Hong Kong. Mr. Au Yeung is an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom. Mr. Au Yeung is a holder of International Certified Valuation Specialist by International Association of Consultants, Valuators and Analysts and a Certified M&A Dealmaker issued by China Mergers & Acquisitions Association and The Museum of Mergers and Acquisitions in the PRC. Mr. Au Yeung is currently an executive director of eForce Holdings Limited (stock code: 943) which is a company listed on the Main Board of the Stock Exchange. From 10 March 2012 to 1 April 2015, Mr. Au Yeung was an executive director of TLT Lottotainment Group Limited (now known as Evershine Group Holdings Limited) (stock code: 8022) which is a company listed on the GEM.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Ngan for his valuable contribution to the Company during his tenure and extend its welcome to Mr. Au Yeung on his appointment.

By order of the Board
Code Agriculture (Holdings) Limited
Wu Meirong
Chairlady

Hong Kong, 23 May 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 <http://www.hkgem.com> for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at <http://www.code-hk.com>.