

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)

CHANGE OF EXECUTIVE DIRECTOR

The Board hereby announces that, with effect from 23 October 2018:

- (i) Mr. Chin Wai Keung Richard has resigned as an executive Director; and
- (ii) Mr. Mao Songtao has been appointed as an executive Director.

RESIGNATION OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Code Agriculture (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Mr. Chin Wai Keung Richard (“**Mr. Chin**”) has resigned as an executive Director with effect from 23 October 2018 as he would like to devote more time on his other business engagements.

Mr. Chin has confirmed that he has 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 (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Chin for his valuable contribution to the Company during his tenure of office.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board further announces that with effect from 23 October 2018, Mr. Mao Songtao (“**Mr. Mao**”) has been appointed as an executive Director in place of Mr. Chin.

The biographical details of Mr. Mao are as follows:

Mr. Mao, aged 44, is currently Assistant to the President and Executive General Manager of Asia Pacific Department of HD Mining Exploration Darwin (Aust.) Pty Limited. He is responsible for managing the import and sales of Australian iron in the PRC. Mr. Mao has over 20 years of business management experience in various industries. Mr. Mao graduated from Beijing University in 1996 with bachelor’s degree in Economic Information Management. He then obtained a master’s degree of Business Information Management from The University of Queensland in 2001 and a master’s degree of Business Administration in Finance from The Australian National University in 2002.

The Company has entered into a service contract as an executive Director with Mr. Mao in respect of his appointment for a term of two year commencing on date of appointment and could be terminated by either party giving one-month prior notice. Mr. Mao is entitled to a remuneration of HK\$30,000 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. He 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, Mr. Mao 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. Mao 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. Mao does not hold any other position in the Group;

- (iii) Mr. Mao does not have any relationship with other directors, senior management, substantial or controlling Shareholders; and
- (iv) there are no other matters concerning him that need to be brought to the attention of the Shareholders nor is there any information relating to him that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

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

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

Hong Kong, 23 October 2018

As of the date of this announcement, the executive Directors are Ms. Wu Meirong, Ms. Jingquan Yingzi, Mr. Wang Rongqian, Mr. Hu Chao, Ms. Lin Yan Jenny and Mr. Mao Songtao; and the independent non-executive Directors are Mr. Hau Chi Kit, Mr. Lee Chi Hwa Joshua and Mr. Wong Ching Keung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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>.