

*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)**

### **(I) RE-DESIGNATION FROM EXECUTIVE DIRECTOR AND THE CHAIRLADY OF THE BOARD TO CHIEF EXECUTIVE OFFICER; (II) APPOINTMENT OF EXECUTIVE DIRECTOR AND THE CHAIRMAN OF THE BOARD; AND (III) CHANGE IN COMPOSITION OF NOMINATION COMMITTEE**

The Board hereby announces that, with effect from 1 November 2018:

- (i) Ms. Wu Meirong has been re-designated from an executive Director and the chairlady of the Board to the chief executive officer of the Company;
- (ii) Mr. Wang Dequn has been appointed as an executive Director and the chairman of the Board; and
- (iii) Ms. Wu Meirong has ceased to be a member of the nomination committee of the Company.

### **RE-DESIGNATION FROM EXECUTIVE DIRECTOR AND THE CHAIRLADY OF THE BOARD TO CHIEF EXECUTIVE OFFICER**

The board (the “**Board**”) of directors (the “**Directors**”) of Code Agriculture (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Ms. Wu Meirong (“**Ms. Wu**”) has been re-designated from an executive Director and the chairlady of the Board to the chief executive officer of the Company with effect from 1 November 2018. Under the new arrangement, Ms. Wu will be in charge of overseeing the day-to-day operations of the Group and implementing the strategies and policies approved by the Board. The Board considers the new arrangement is more effective on the day-to-day operations of the Group.

Ms. Wu has confirmed that she has no disagreement with the Board and there is no matter in respect of her re-designation 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 welcome Ms. Wu in her new role in the Company.

## **APPOINTMENT OF EXECUTIVE DIRECTOR AND THE CHAIRMAN OF THE BOARD**

The Board further announces that with effect from 1 November 2018, Mr. Wang Dequn (“**Mr. Wang**”) has been appointed as an executive Director and the chairman of the Board in place of Ms. Wu.

The biographical details of Mr. Wang are as follows:

Mr. Wang, aged 56, is currently the chairman of the board of China Veterans Capital Technology Company Limited (中軍金控科技有限公司). Mr. Wang has over 20 years of business experience in e-commerce and information technology. He has devoted himself to research and development of new energy, mobile communications, mobile internet, new mobile e-commerce, etc., and obtained various national technology patents. Mr. Wang has founded a number of knowledge-intensive and resource-intensive entities driven by information technology innovation. Such entities cover the business of cultural industry, health industry, new energy automobile industry, new e-commerce platform, film and television media, computer software development, and research and development, production and sales of mobile smart terminal products. Mr. Wang was an executive director and the chairman of Celebrate International Holdings Limited (Stock Code: 8212) for the period from 19 September 2017 to 25 January 2018. Mr. Wang graduated from Party School of the Central Committee of the Communist Party of China with a major in economic management.

The Company has entered into a service contract as an executive Director with Mr. Wang 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. Wang 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. Wang holds 70,000,000 shares in the capital of the Company, representing approximately 2.71% of the issued share capital of the Company.

As at the date of this announcement and save as disclosed above, Mr. Wang 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. Wang 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. Wang does not hold any other position in the Group;
- (iii) Mr. Wang 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. Wang for joining the Board.

## **CHANGE IN COMPOSITION OF NOMINATION COMMITTEE**

The Board further announces that with effect from 1 November 2018, Ms. Wu has ceased to be a member of the nomination committee of the Company.

By order of the Board  
**Code Agriculture (Holdings) Limited**  
**Wang Dequn**  
*Chairman*

Hong Kong, 1 November 2018

*As of the date of this announcement, the executive Directors are Mr. Wang Dequn, 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>.*