

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)

RE-DESIGNATION OF DIRECTOR; AND CHANGE OF CHAIRMAN OF NOMINATION COMMITTEE

RE-DESIGNATION OF DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Code Agriculture (Holdings) Limited (the “**Company**”) announces that Mr. Wang Dequn (“**Mr. Wang**”) has been re-designated from an executive Director to a non-executive Director and ceased to be the chairman of the Board and the chairman of the nomination committee of the Company with effect from 17 April 2019. Due to the busyness of Mr. Wang’s personal affairs, he needs to devote more time on other matters. His biographical details are set out below:

Mr. Wang, aged 56, was appointed as an executive Director in November 2018, and re-designated as a non-executive Director in April 2019. He 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.

A new letter of appointment for a term of one year was entered into between Mr. Wang and the Company. Mr. Wang is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. He will not receive any director's fees for acting as a non-executive Director.

As at the date of this announcement, Mr. Wang holds 220,000,000 shares in the capital of the Company, representing approximately 8.21% 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 of Hong Kong Limited (the "**GEM Listing Rules**")

CHANGE OF CHAIRMAN OF NOMINATION COMMITTEE

The Board further announces that with effect from 17 April 2019, Mr. Hu Chao has been appointed as the chairman of the nomination committee of the Company in place of Mr. Wang.

By order of the Board
Code Agriculture (Holdings) Limited
Au Yeung Yiu Ching
Company Secretary

Hong Kong, 17 April 2019

As of the date of this announcement, the executive Directors are Ms. Lin Yan Jenny, Mr. Wang Rongqian and Mr. Hu Chao; the non-executive Director is Mr. Wang Dequn; 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 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>.