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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)

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Code Agriculture (Holdings) Limited” to “Chongyang 1886 Holdings Group Limited”, and to adopt “崇陽一八八六控股集團有限公司” as the secondary name in Chinese to replace its existing Chinese name “科地農業控股有限公司”.

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name. A circular containing, among other matters, details of the Proposed Change of Company Name and a notice convening the SGM to approve the Proposed Change of Company Name and related proxy form will be despatched to the Shareholders as soon as practicable.

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of Code Agriculture (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to change the English name of the Company from “Code Agriculture (Holdings) Limited” to “Chongyang 1886 Holdings Group Limited”, and to adopt “崇陽一八八六控股集團有限公司” as the secondary name in Chinese to replace its existing Chinese name “科地農業控股有限公司” (the “**Proposed Change of Company Name**”).

(i) Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the fulfillment of the following conditions:

- (a) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at a special general meeting of the Company (the “**SGM**”) to approve, among others, the Proposed Change of Company Name; and
- (b) the Registrar of Companies in Bermuda having approved the Proposed Change of Company Name.

The relevant filing with the Registrar of Companies in Bermuda will be made after the passing of the special resolution regarding the Proposed Change of Company Name at the SGM.

The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

(ii) Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will provide the Company with a new corporate image which will benefit the future business development of the Group. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

(iii) Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or daily business operation of the Company and its financial position. All existing share certificates in issue bearing the existing name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of legal title and valid for all purposes (including for the purposes of trading, settlement, registration and delivery). Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates under the new name of the Company. Once the Proposed Change of Company Name becomes effective, share certificates of the Company will be issued in the new name of the Company.

In addition, subject to the confirmation by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Company will change the English and Chinese stock short names of the Company for trading in the securities on the GEM of the Stock Exchange after the Proposed Change of Company Name becomes effective. Subject to the Proposed Change of Company Name becoming effective, the Company will also adopt a new company logo.

(iv) The SGM

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name. A circular containing, among other matters, details of the Proposed Change of Company Name and a notice convening the SGM to approve the Proposed Change of Company Name and related proxy form will be despatched to the Shareholders as soon as practicable. In compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”), all resolutions will be voted on by way of a poll at the SGM. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the SGM.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the Proposed Change of Company Name, the new stock short names of the Company for trading of its shares on the GEM and other relevant information as and when appropriate.

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

Hong Kong, 3 May 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>.