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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)**

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

The board (the “**Board**”) of directors (the “**Director(s)**”) of Code Agriculture (Holdings) Limited (the “**Company**”) announces that Mr. Qian Gang (“**Mr. Qian**”) has been appointed as a non-executive Director and the chairman of the Board with effect from 22 May 2019.

The biographical details of Mr. Qian are as follows:

Mr. Qian, aged 40, obtained a master’s degree in management science from Renmin University of China. Mr. Qian has been the chief partner of Quan Yu Zi Ben (全域資本) (“**Quan Yu Zi Ben**”) since the foundation in 2004. He was the founder of Quan Yu Zi Ben. Since then, Mr. Qian has held several substantial positions in a number of well-known international and domestic companies, including financial, securities and fund companies. Mr. Qian has served as a senior consultant in several listed companies. He has established Zhongtai Integrity Investment (Shenzhen) Limited (中泰信諾股權投資(深圳)有限公司) (“**Zhongtai Integrity Investment**”) in 2016, currently be a chairman of Zhong Tai Integrity Investment, and a founder partner of Zhongtai Integrity Investment Fund (中泰信諾投資基金). Mr. Qian has made an investment acquisition on 崇陽1886酒業集團控股有限公司 (for transliteration purpose only, “Chongyang 1886 Wine Group Holdings Limited”) in 2017, he is currently the beneficial shareholder of the group and a chairman. Mr. Qian has more than 10 years of management experience in the financial industry.

The Company has entered into a service contract as a non-executive Director with Mr. Qian 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. Qian 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. Qian holds 100,000,000 shares in the capital of the Company, representing approximately 3.25% of the issued share capital of the Company.

As at the date of this announcement and save as disclosed above, Mr. Qian 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. Qian 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 past three years;
- (ii) Mr. Qian does not hold any other position in the Group;
- (iii) Mr. Qian 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 "**GEM Listing Rules**").

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

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

Hong Kong, 22 May 2019

*As of the date of this announcement, the executive Directors are Ms. Lin Yan Jenny, Mr. Wang Rongqian, Mr. Hu Chao and Mr. Qian Gang; 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>.*

\* *For identification purpose only*